

MARVEL

ULTIMATE SPIDER-MAN®

VOL
10

HOLLYWOOD

3/10/13
ISAJOV

A full-page illustration of Spider-Man in his classic red and blue suit, shown from the waist up in a dynamic, forward-leaning pose. He is looking towards the right with a determined expression. The background is a dark blue gradient.

ULTIMATE

SPIDER-MAN

HOLLYWOOD

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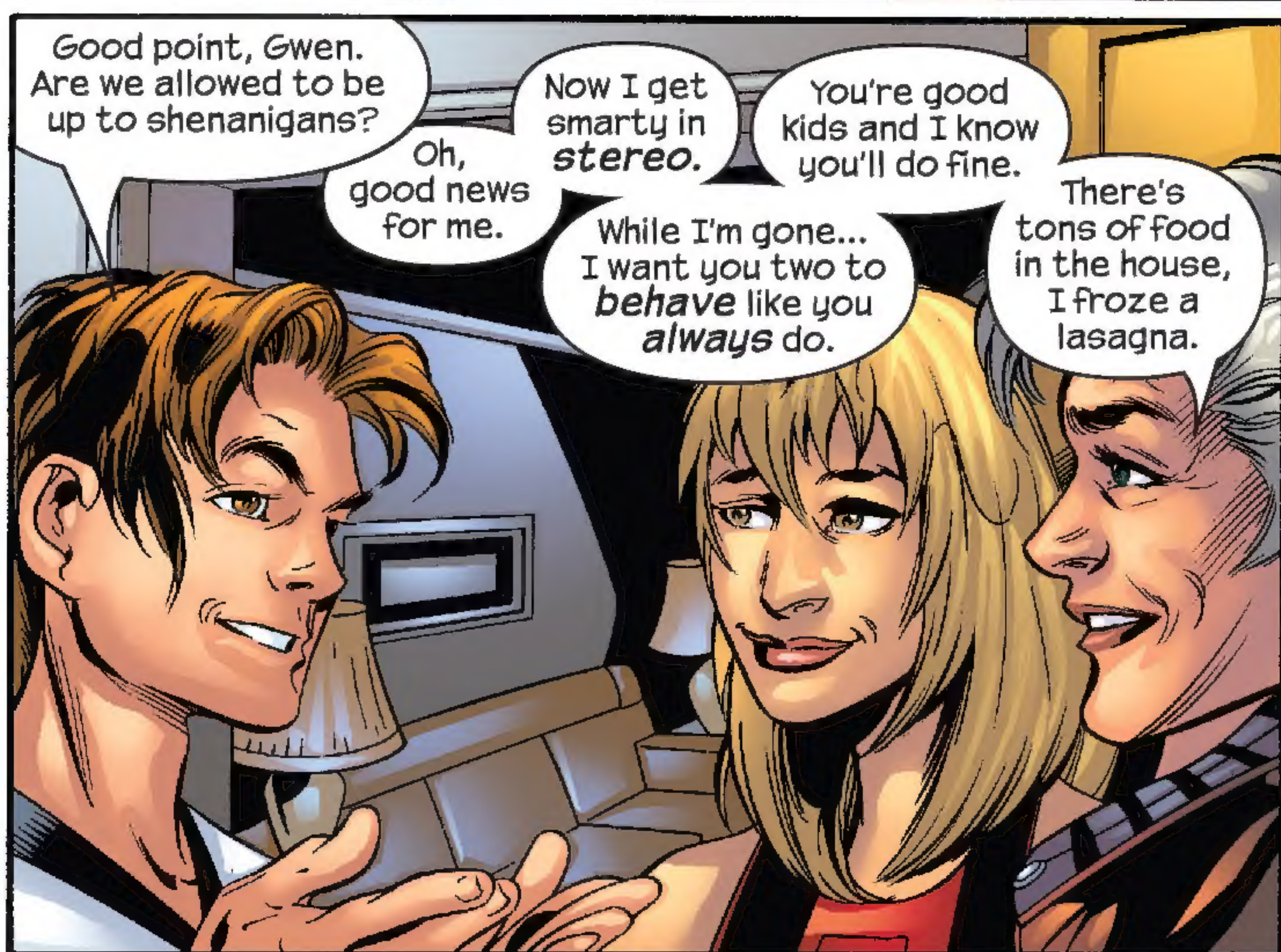
PREVIOUSLY IN ULTIMATE SPIDER-MAN ...

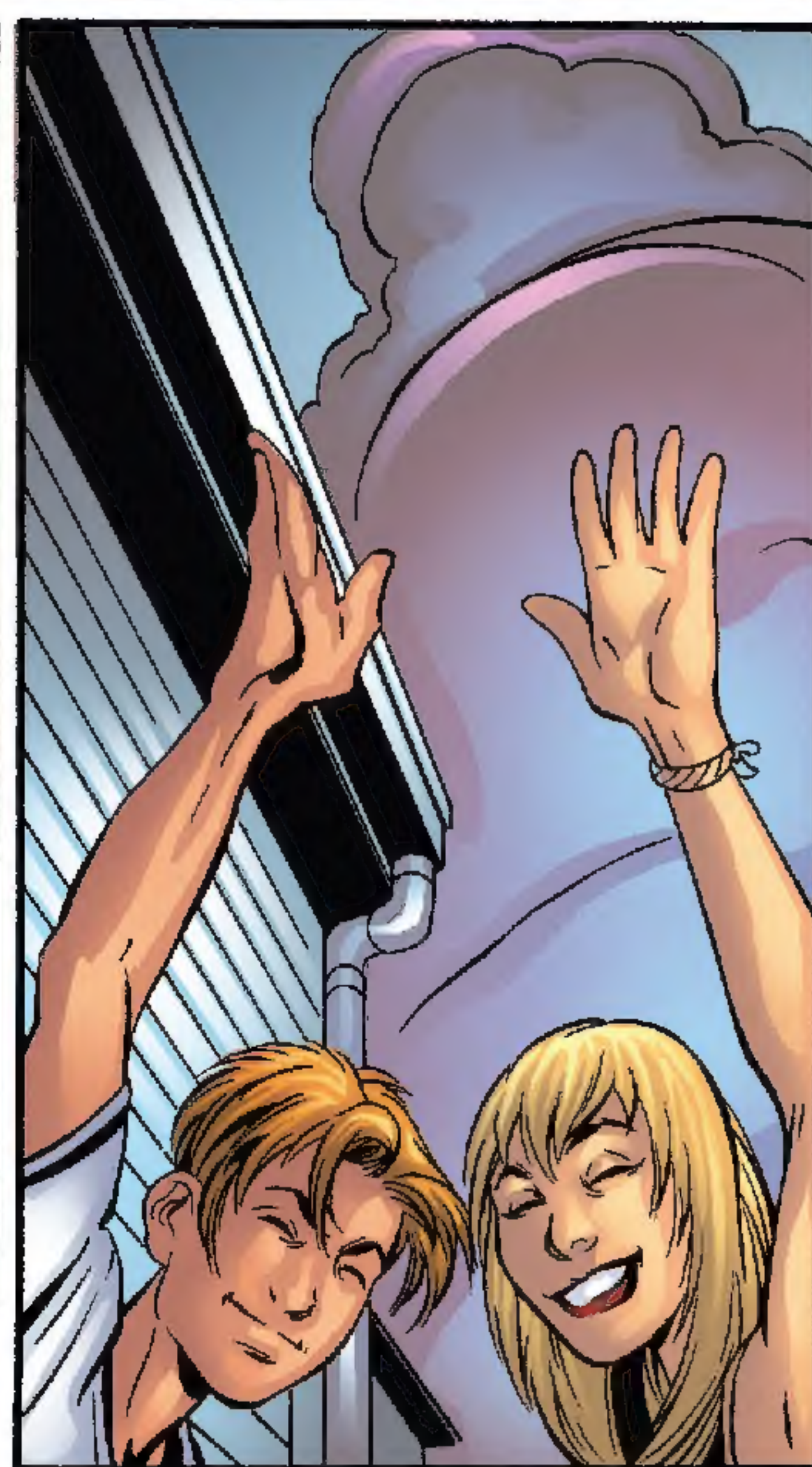
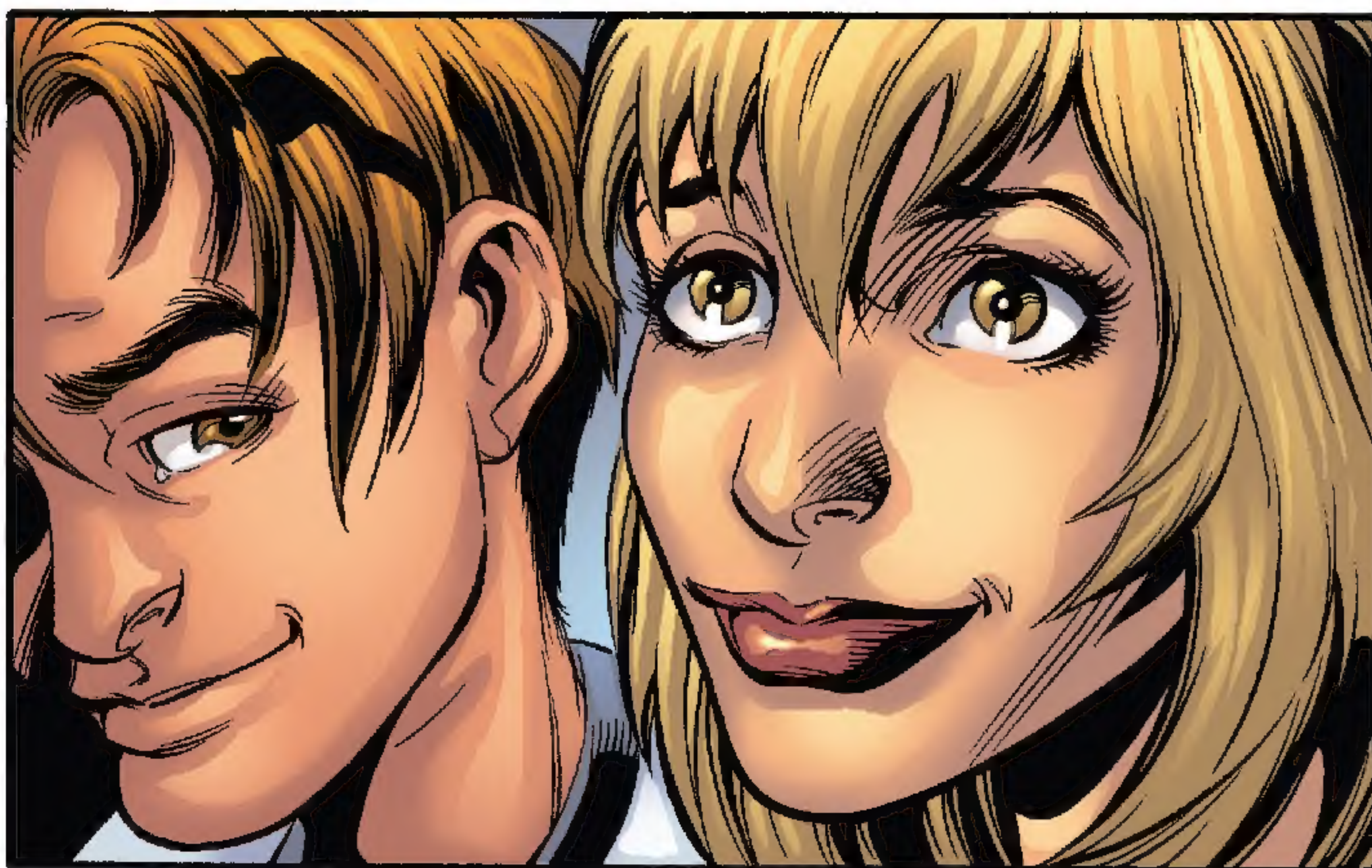
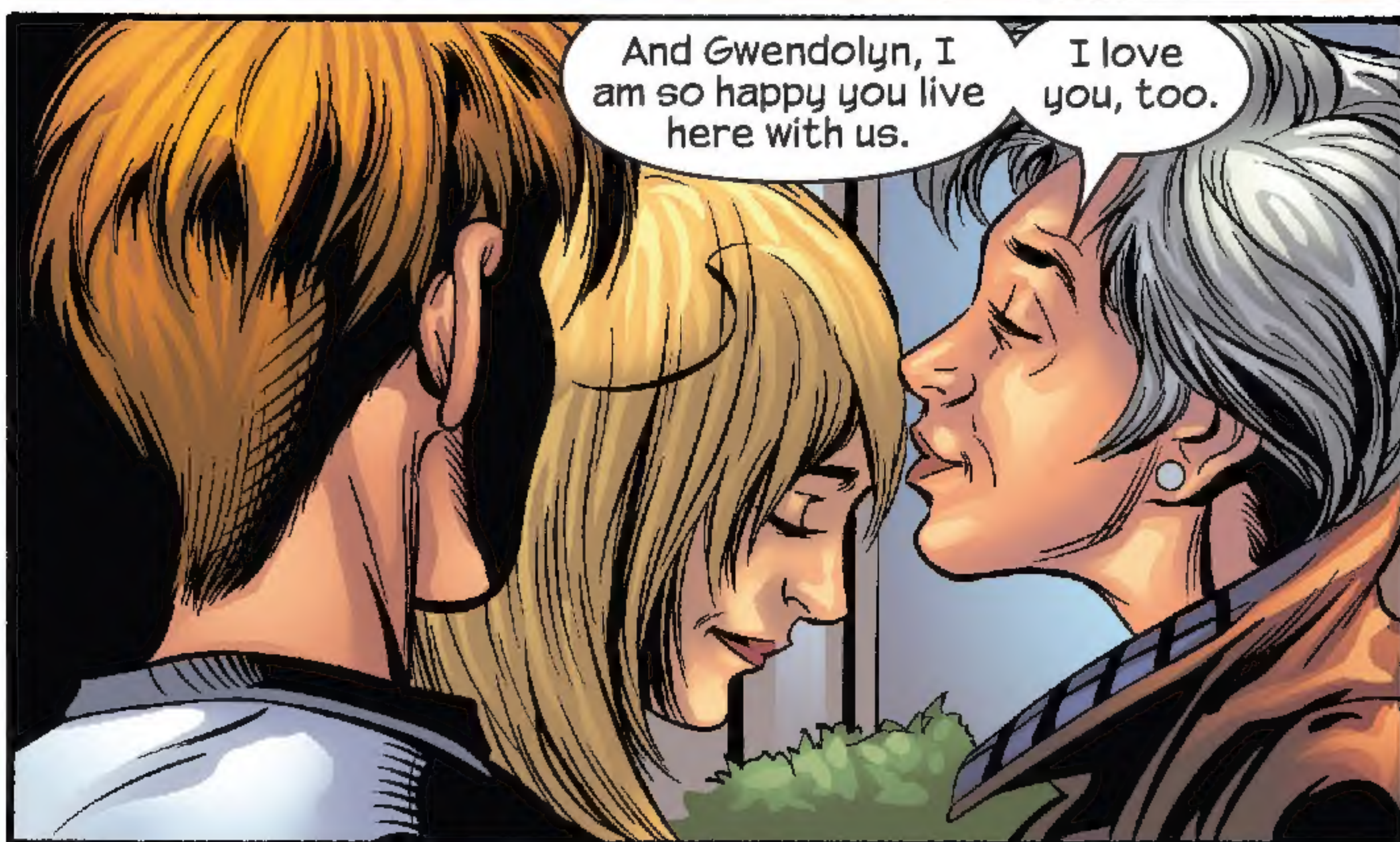
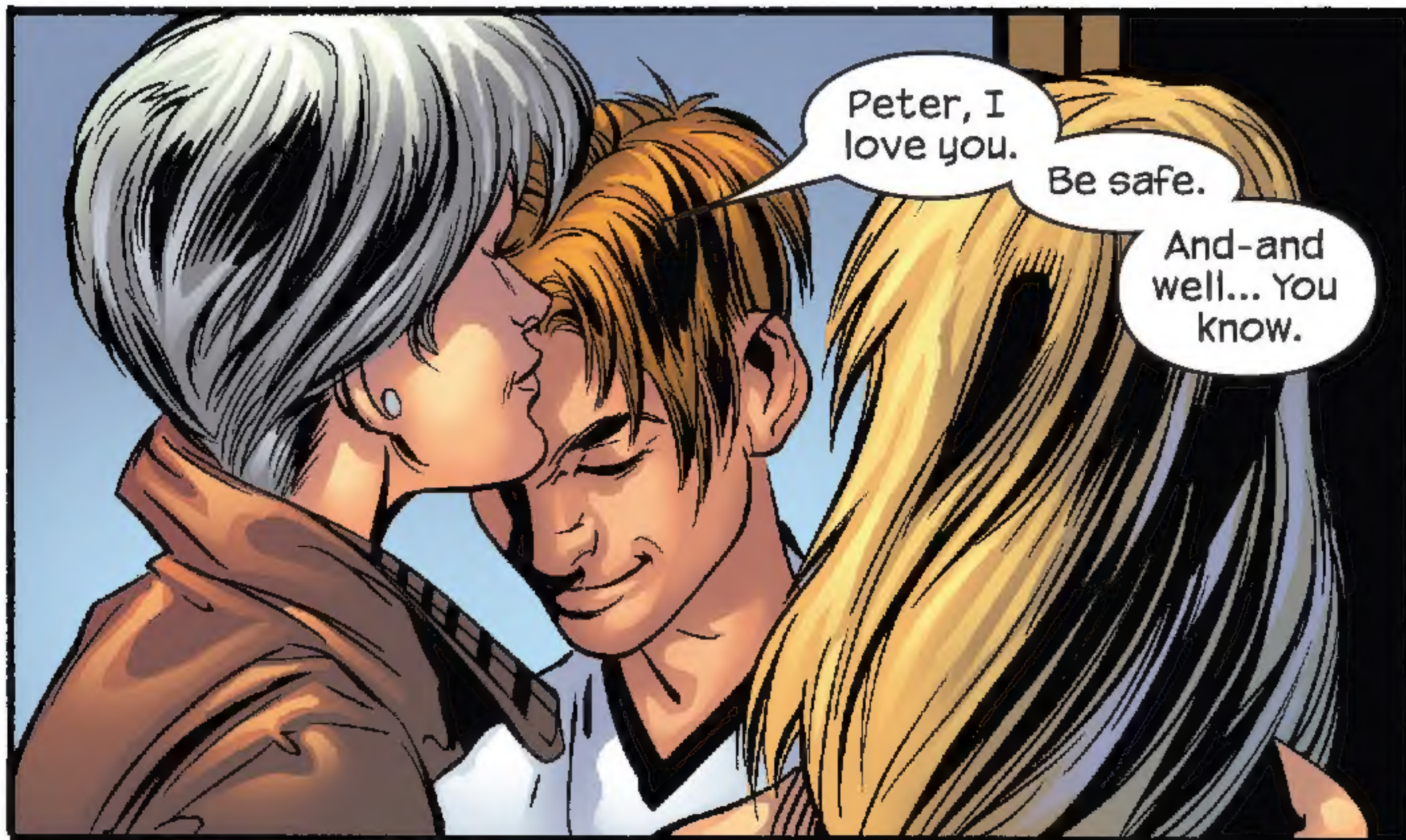
The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all — Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

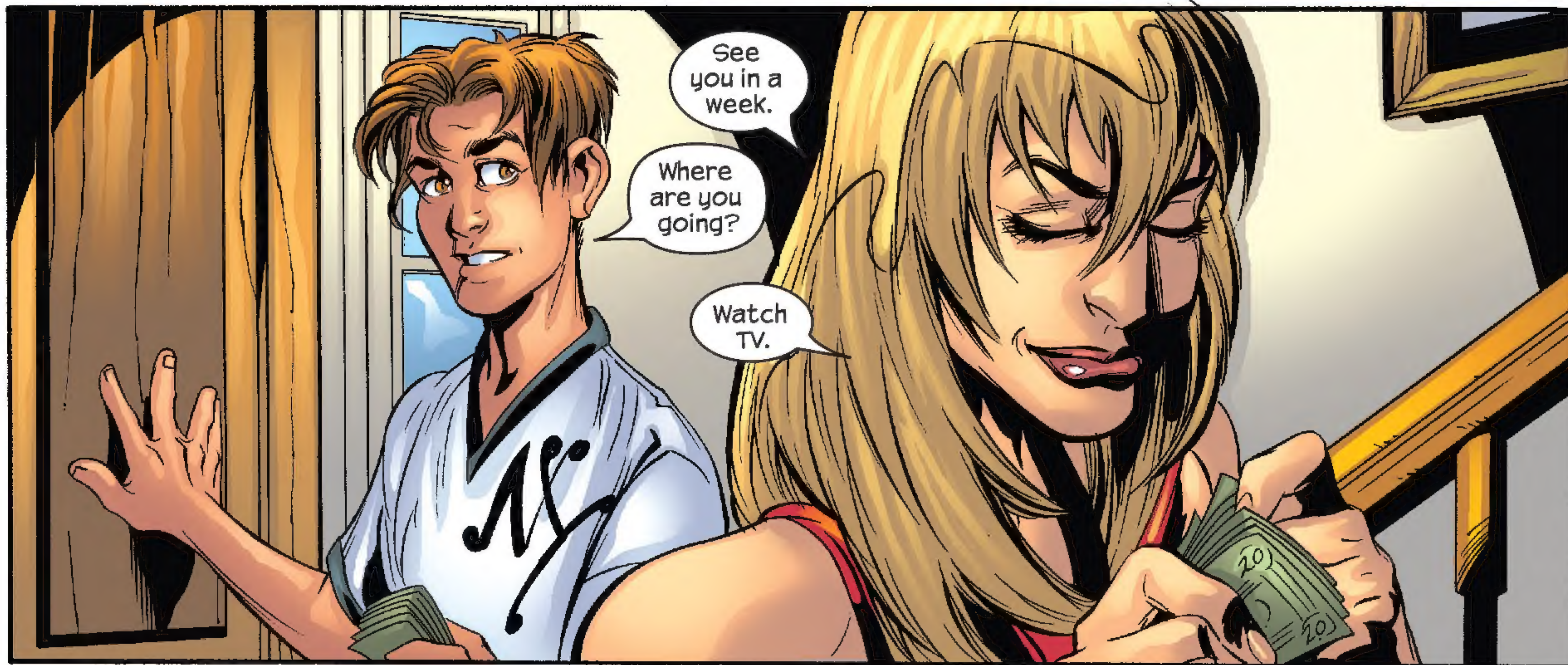
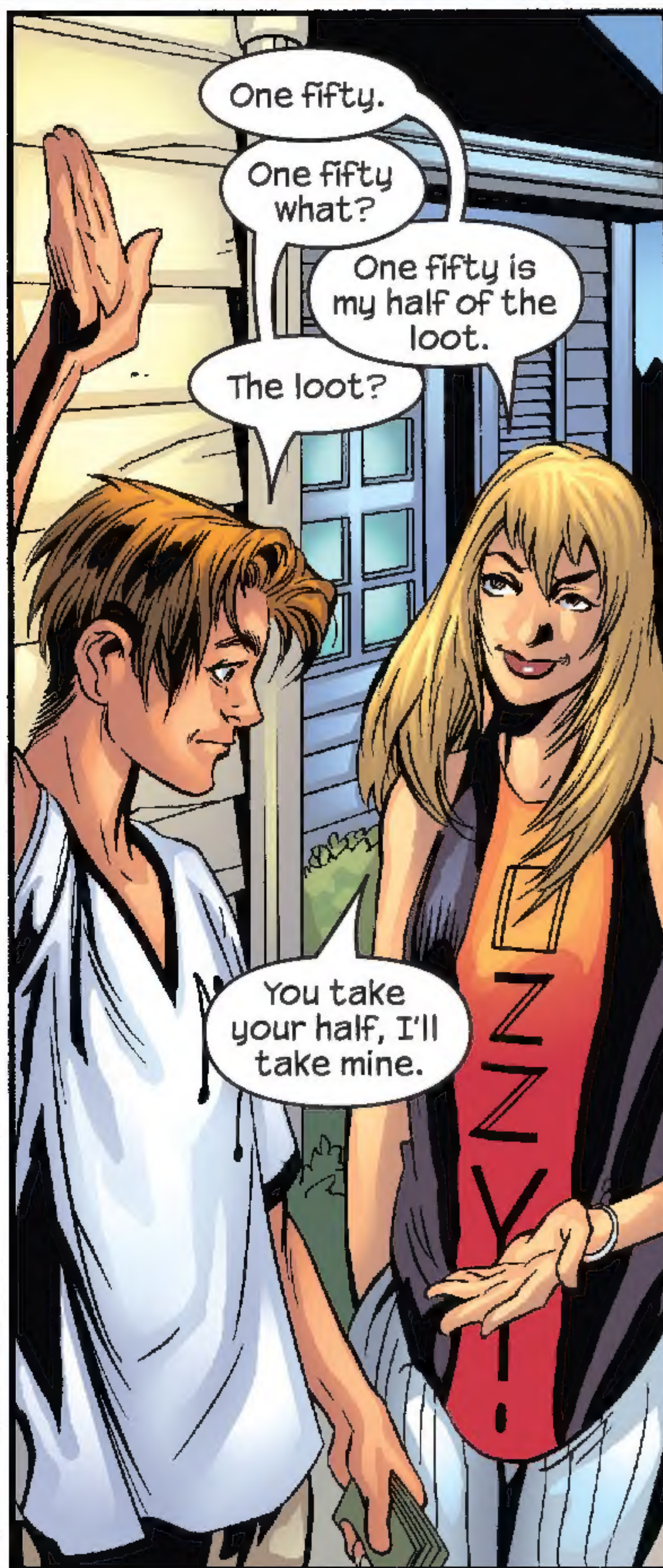
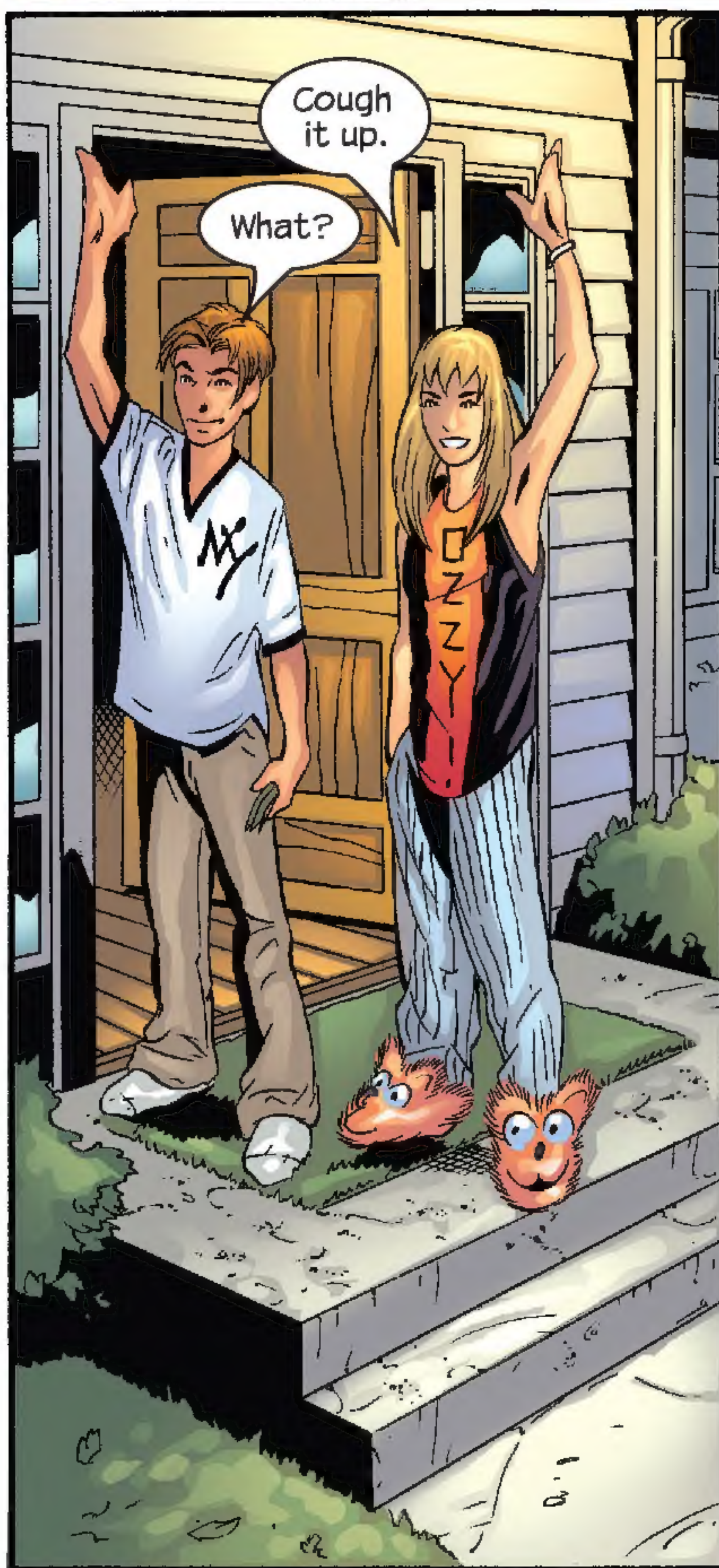
Now the fledgling super hero lives with his widowed Aunt May and tries to balance a full high school curriculum, a night job as a web designer for the *Daily Bugle* tabloid, a relationship with the beautiful Mary Jane Watson, a friendship with Gwen Stacy — the girl living at his house since her father's death — and swing time as the misunderstood, web-slinging Spider-Man.

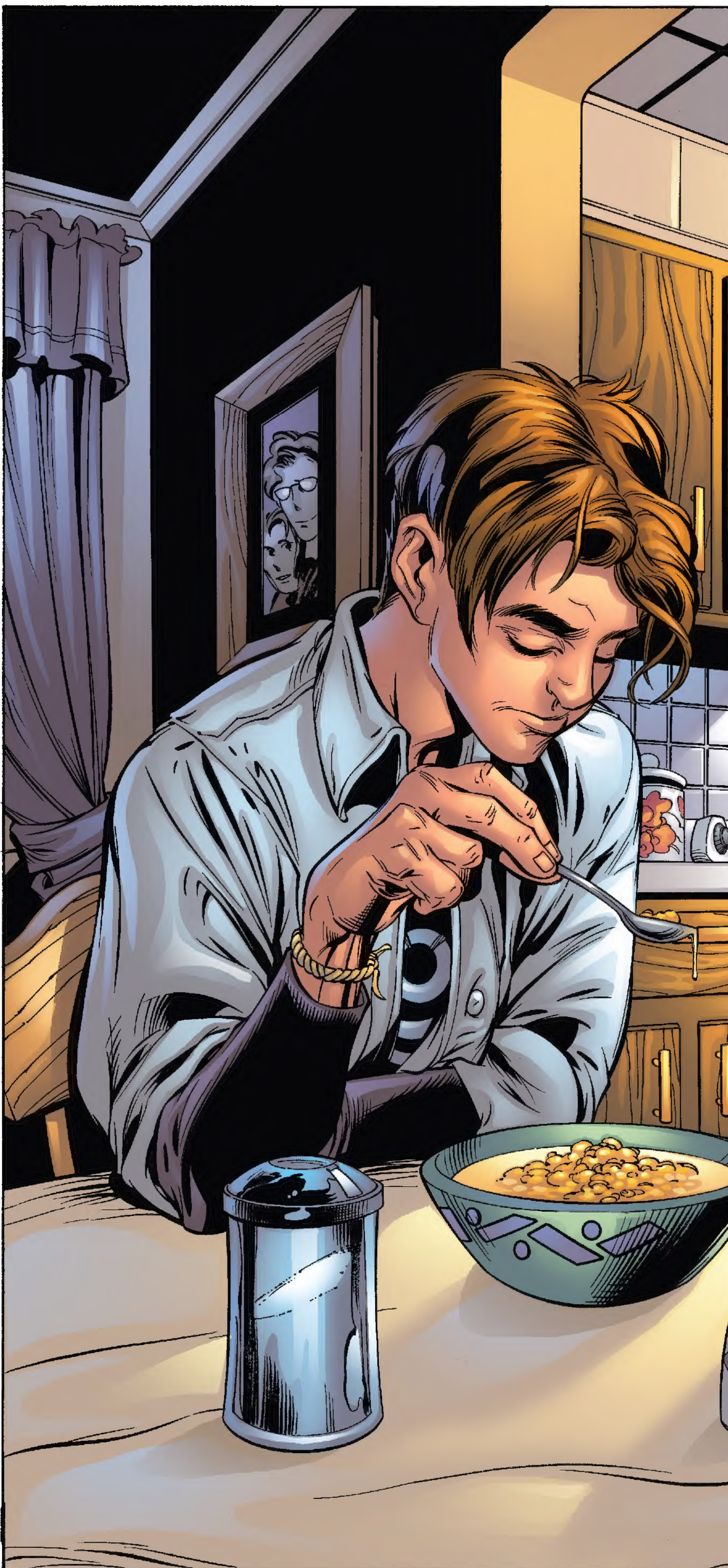












This is a first.

Aunt May out of the house.
First time in my whole life.

Might be a little easier to
come and go as Spider-Man.

Actually, it's been a pretty
good time to be Spider-Man.

Something really *bad* must be
coming. I *never* get to just
have a good time.

But hey, at least today, no
earth-shattering dramas or-or
guys hellbent on destroying
the city.

Even J. Jonah Jameson, my boss
and publisher of the crummy
Daily Bugle, has been
relatively nice.

Speaking of which, I have to
put in as many hours at the
Bugle as I can.

I have no money at all.

Well, I do today... but the way
I have been *eating* since I got
bit by that spider, I will have
spent that by Tuesday.

I guess I burn a lot of carbs as
Spidey or something. I am
always hungry.

Wonder how many hours I am
allowed to work a week at the
Bugle. Am I allowed overtime?
Wonder if Mary Jane's okay.

She's been grounded forever.
And *her* being grounded
makes *me* feel grounded
because she's basically
my whole entire social life.

But, you know, whenever she
gets *ungrounded* I am going to
take her out on, like, a date.

A *real* date. An adult date.
Like dinner and a movie.

Man, I haven't been to
the movies in...forever.

I mean, sure, swinging through
the city on a strand of
homemade web *is* a bit more
exciting than sitting there
watching a bunch of talking
fish or robots or whatever...

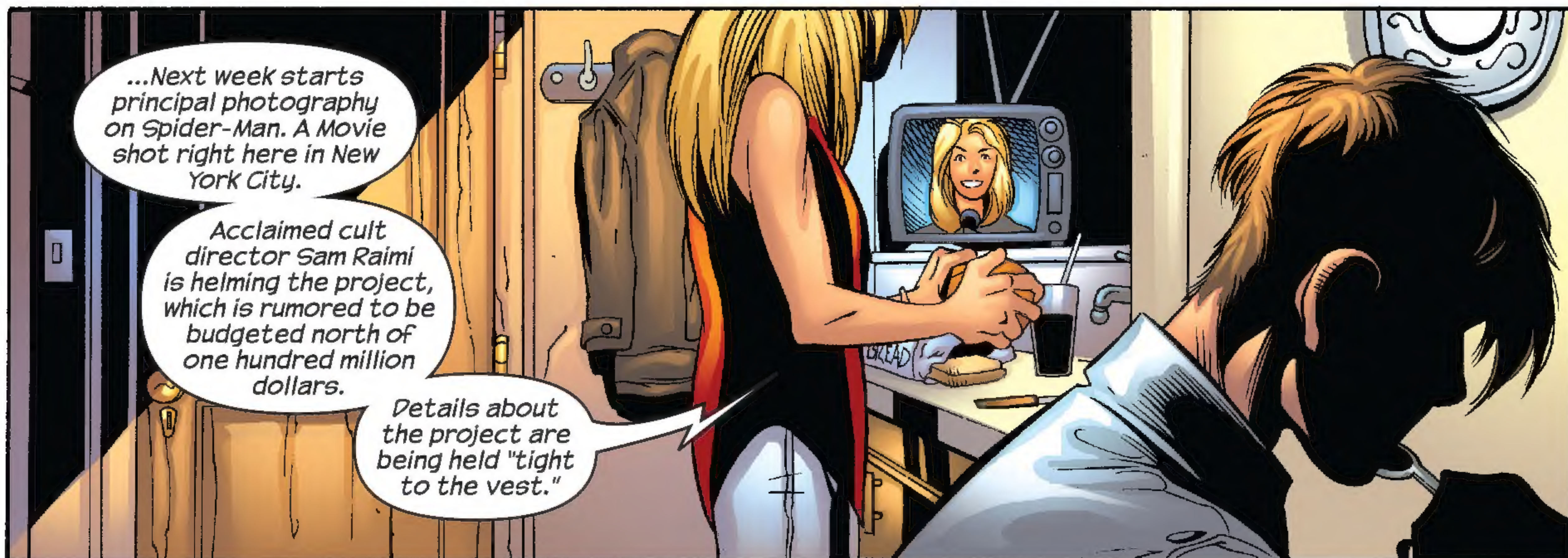
But I used to love movies. Uncle
Ben and I went to see everything.

I would *love* to just go to a
movie and sit and eat some
popcorn.

But, man, they haven't made a
good movie in... I don't know...

When's someone going to
think of a really *good* idea for a
movie? How *hard* could it be?

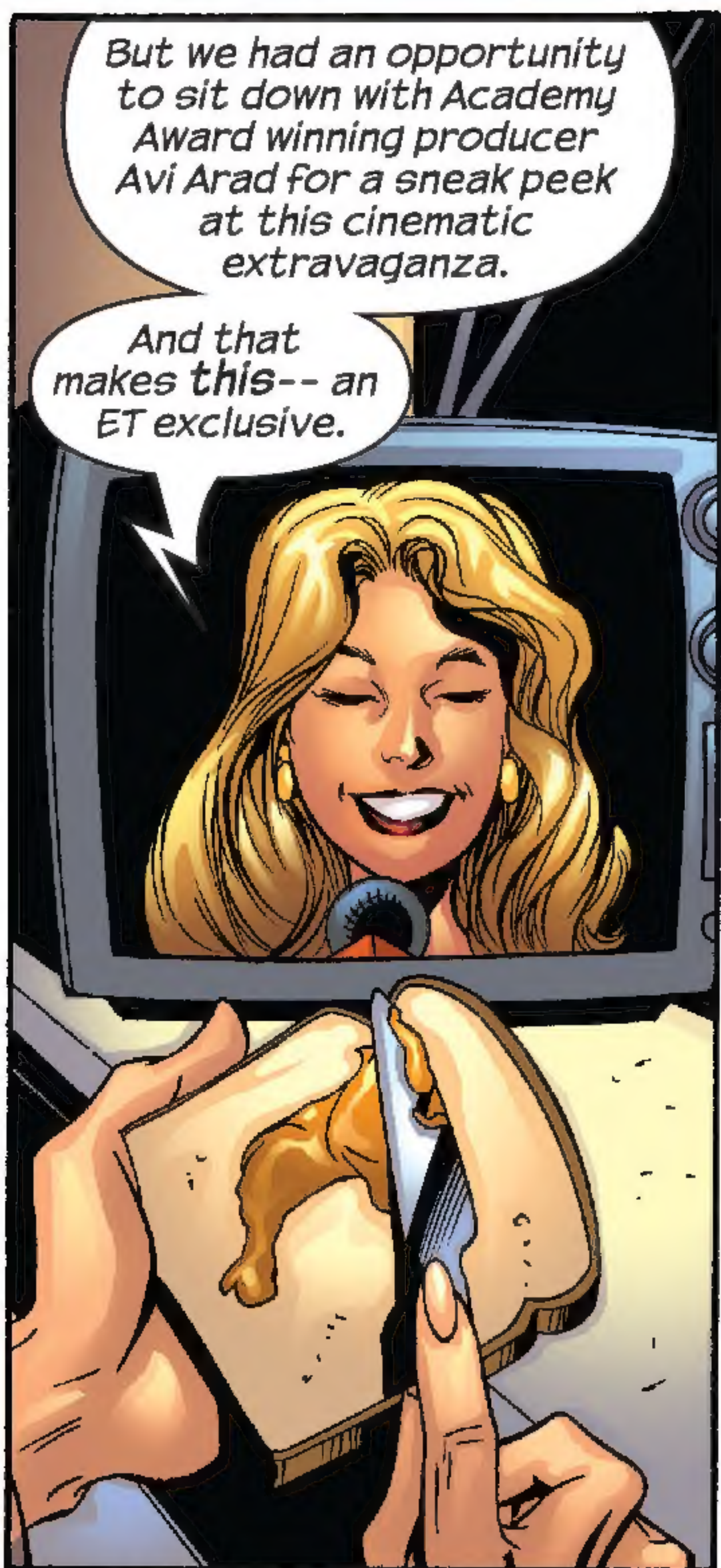
And
in movie
news...



...Next week starts principal photography on Spider-Man. A Movie shot right here in New York City.

Acclaimed cult director Sam Raimi is helping the project, which is rumored to be budgeted north of one hundred million dollars.

Details about the project are being held "tight to the vest."



But we had an opportunity to sit down with Academy Award winning producer Avi Arad for a sneak peek at this cinematic extravaganza.

And that makes **this**-- an ET exclusive.



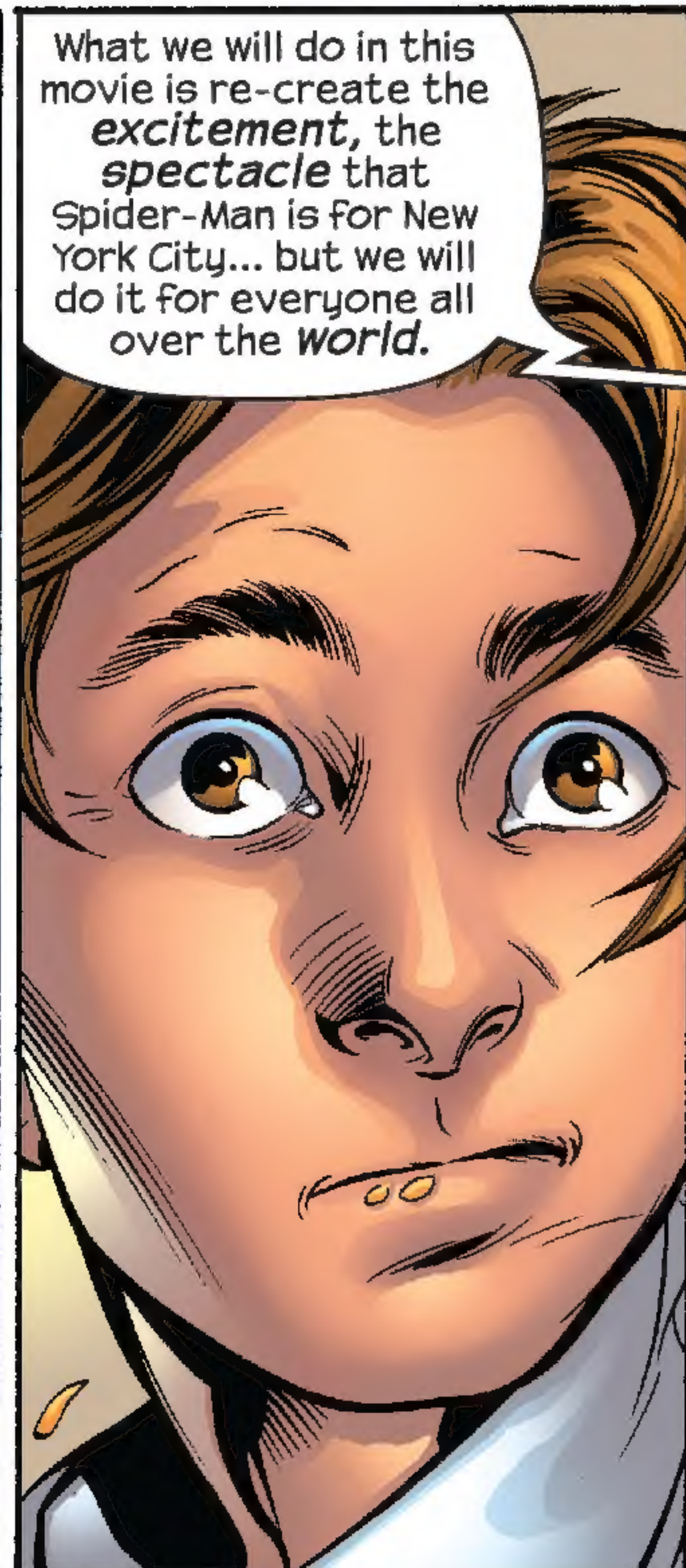
Spider-Man is an enigma.

He is a mysterious hero, or some say, anti-hero...

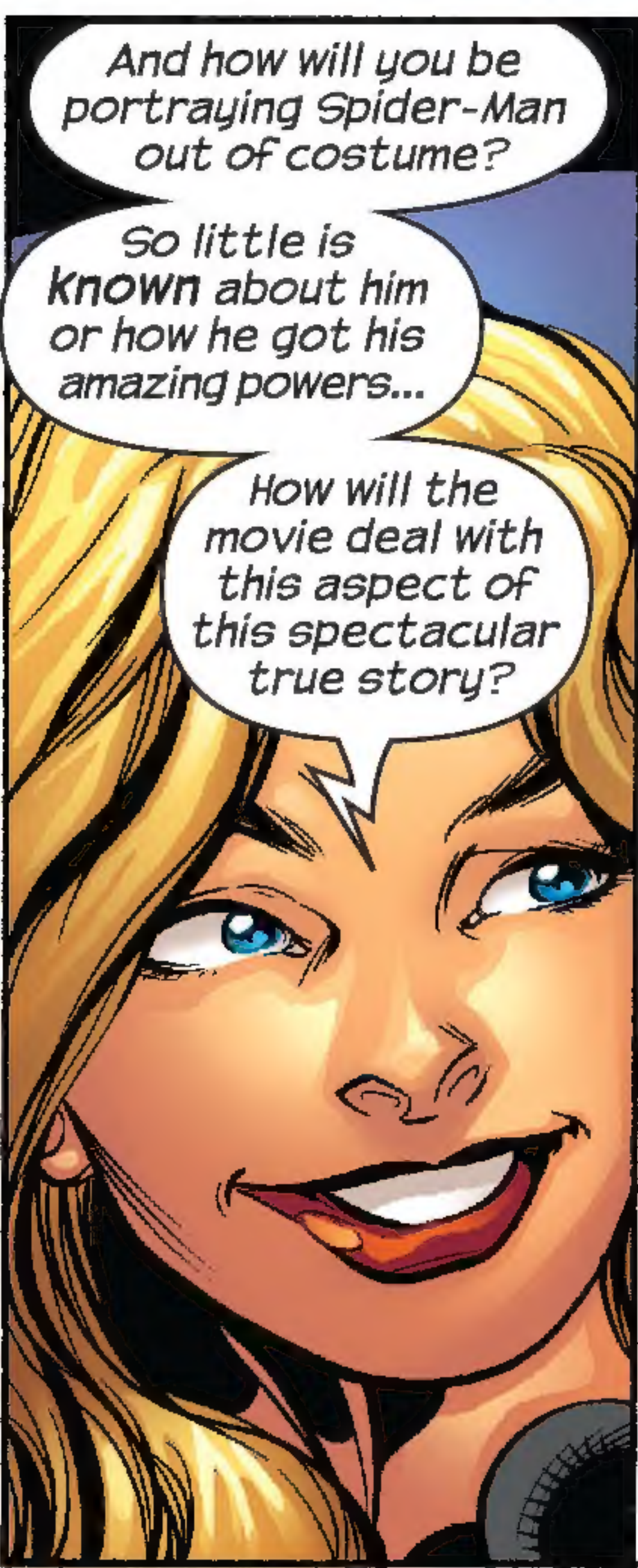
Half the world-- they love him... the other half hates him.

But everyone is **talking** about him.

This is, we believe, a story for our generation.



What we will do in this movie is re-create the **excitement**, the **spectacle** that Spider-Man is for New York City... but we will do it for everyone all over the **world**.



And how will you be portraying Spider-Man out of costume?

So little is **known** about him or how he got his amazing powers...

How will the movie deal with this aspect of this spectacular true story?



Aah, see, for **this** you have to buy a ticket.

But imagine, if you will, that the man behind the mask this tragic figure...



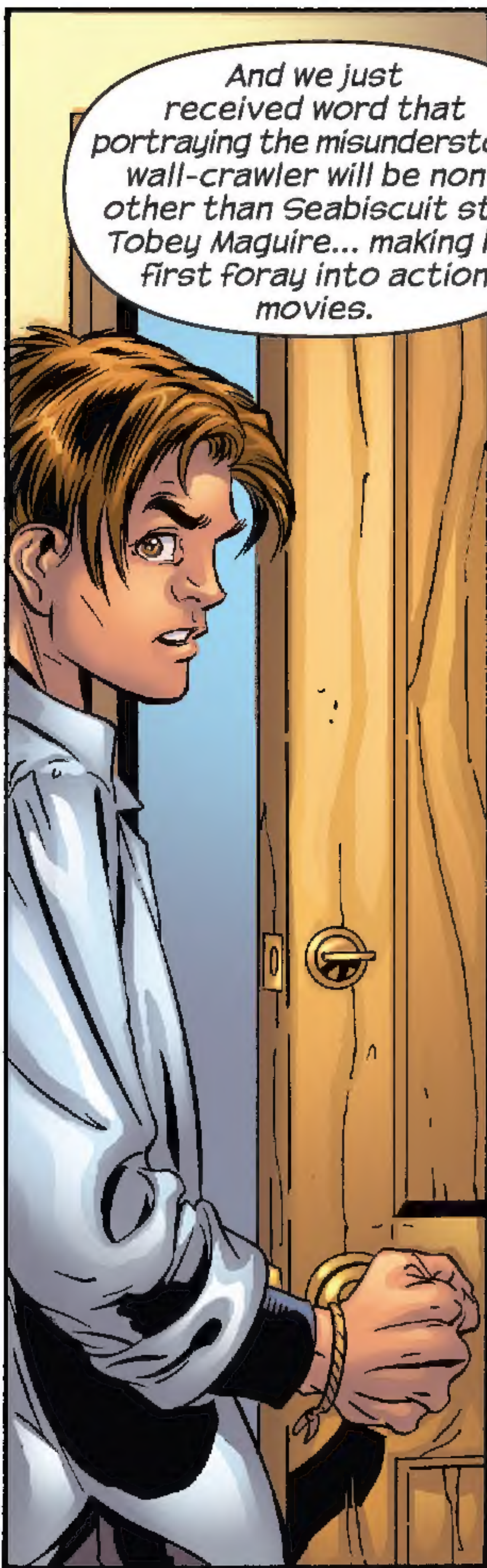
This tragedy.

A nobody. A loser.

But when the mask is **on**... he grabs the entire world's imagination.



This will be a fair and honest portrayal of the Spider-Man experience.



And we just received word that portraying the misunderstood wall-crawler will be none other than Seabiscuit star Tobey Maguire... making his first foray into action movies.



No word yet on who the villain is, but rumor is that--



Jeez!! What are you doing?



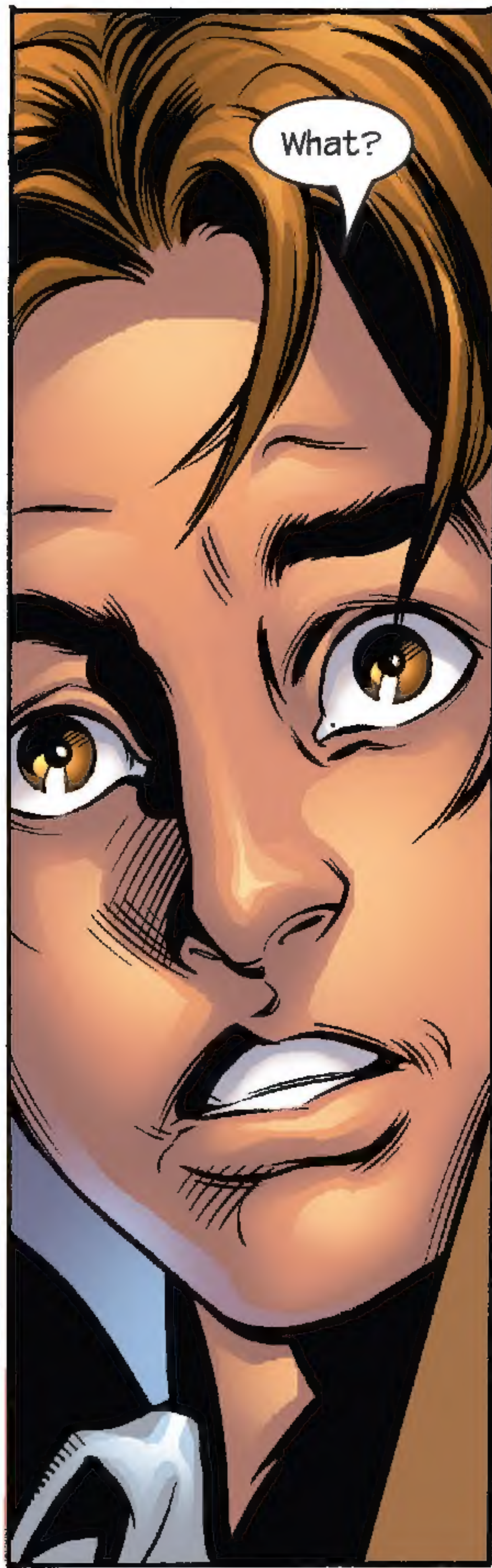
Thing just--

It fell off.

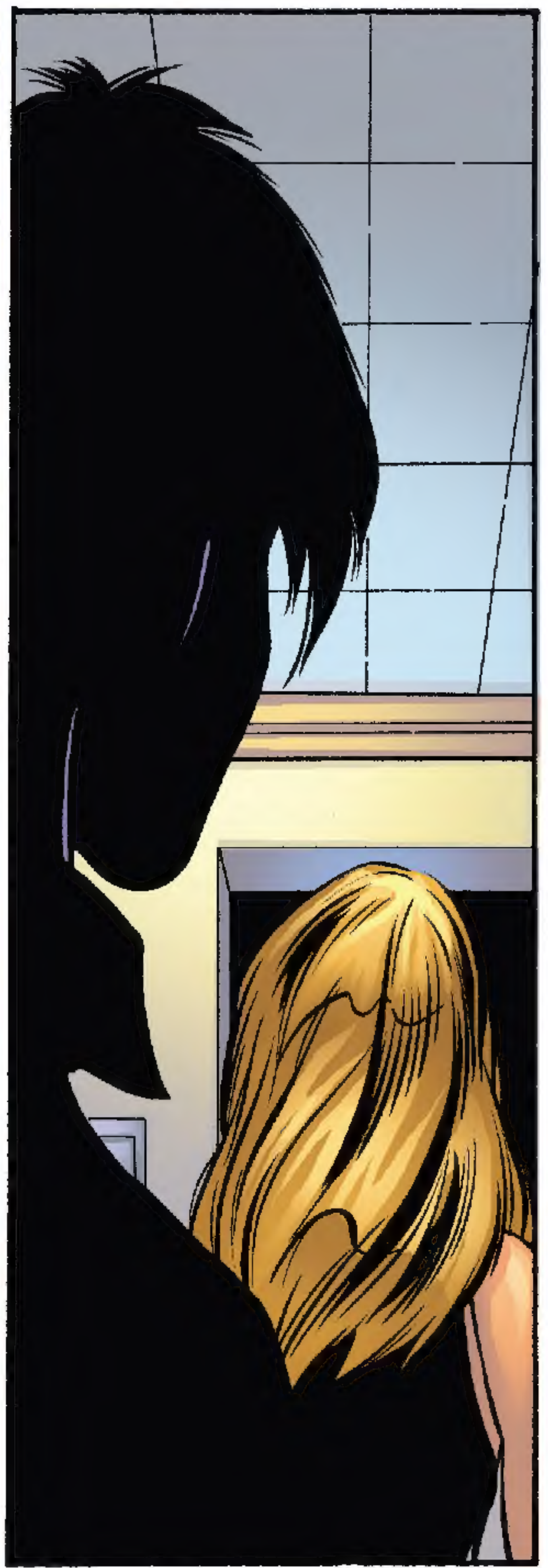


That's coming out of your half.

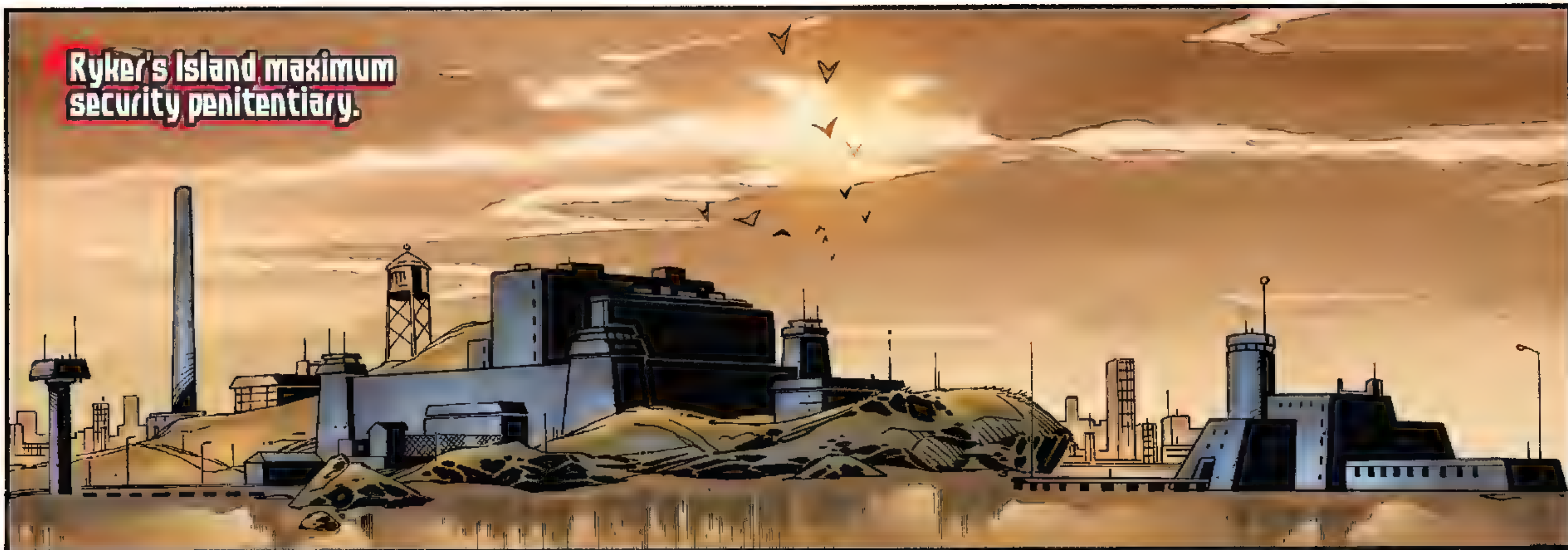
Hey, you think they're going to include the part in the movie where Spider-Man killed my dad?



What?



Ryker's Island maximum security penitentiary.



The Raft, Ryker's Island Maximum-Maximum Security Installation.



Good morning, Otto.

I'm sorry...
Doctor
Otto.

D'see the paper this morning?

They mention you.



See what it says? Says they're making a movie about Spider-Man.

Pretty funny.

You know what's even *funnier*?

Says here that the movie studio optioned your story from your ex-wife. Yknow, to give it some authenticity.

Says she's a consultant.



Says she's an expert on deluded, self-important murderers like you.

How' bout that? A whole movie about you... and your wife's the only one getting paid.



I mean it's not like the movie people were going to pay *you* for your story.

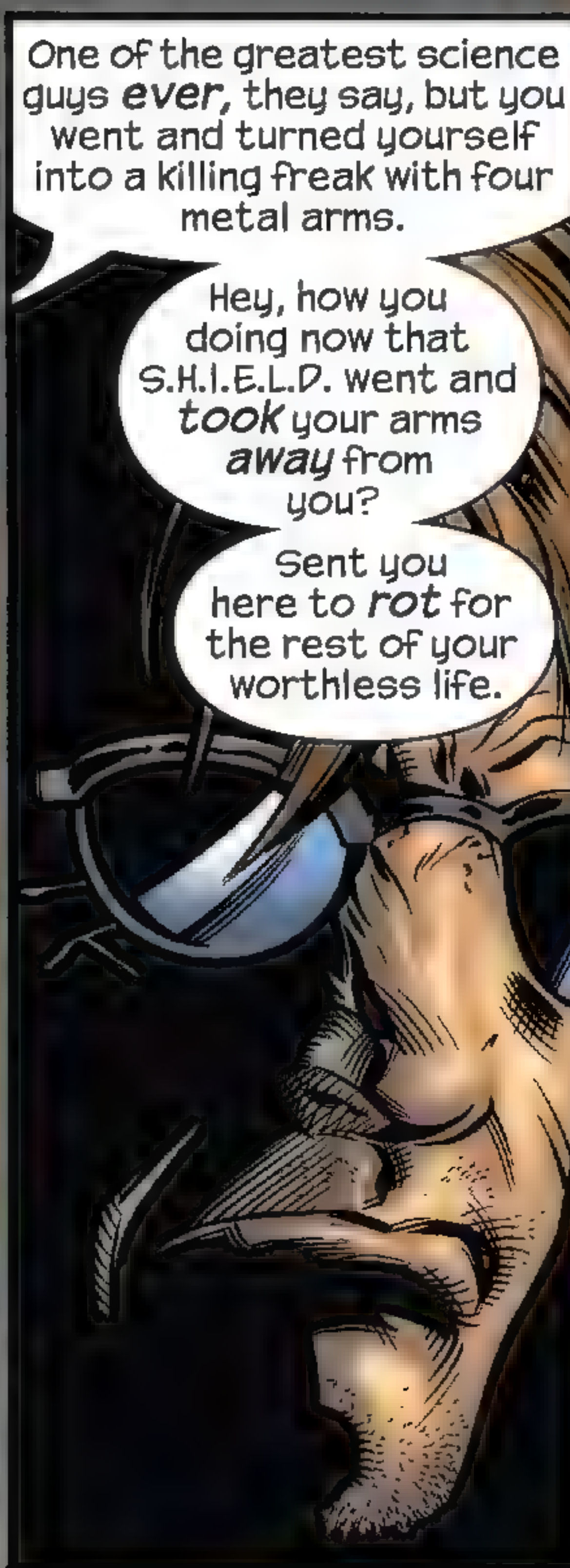
Seeing as you're a *murderer* and all...

But it's funny that your wife, oops, *ex-wife*, found a way to *cash in* on your loser-ness.

Thought you'd *enjoy* that.

And, you know, if you weren't a cop-killer, piece of garbage...

I would actually feel *bad* for you.



One of the greatest science guys *ever*, they say, but you went and turned yourself into a killing freak with four metal arms.

Hey, how you doing now that S.H.I.E.L.D. went and *took* your arms *away* from you?

Sent you here to *rot* for the rest of your worthless life.



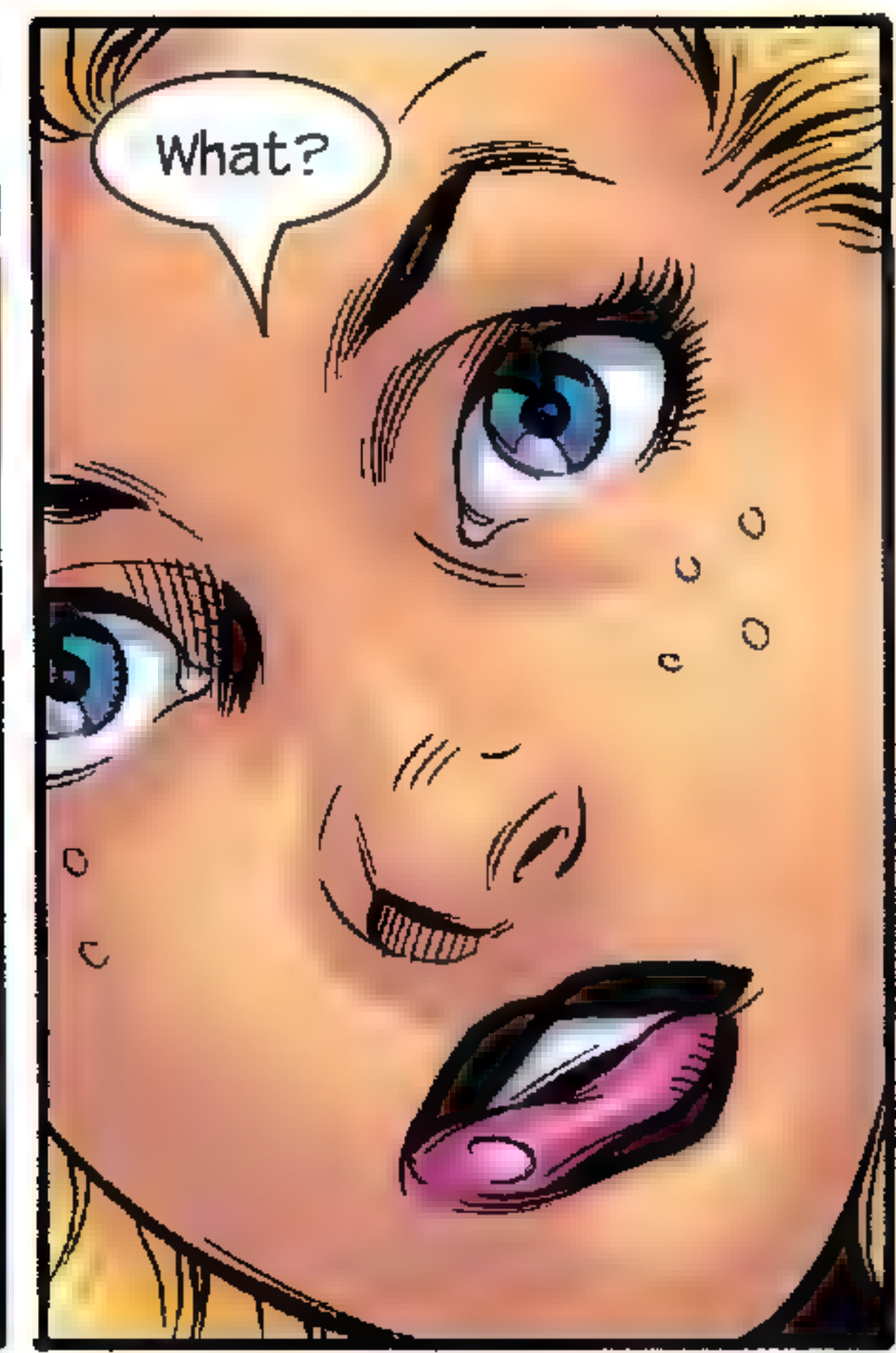
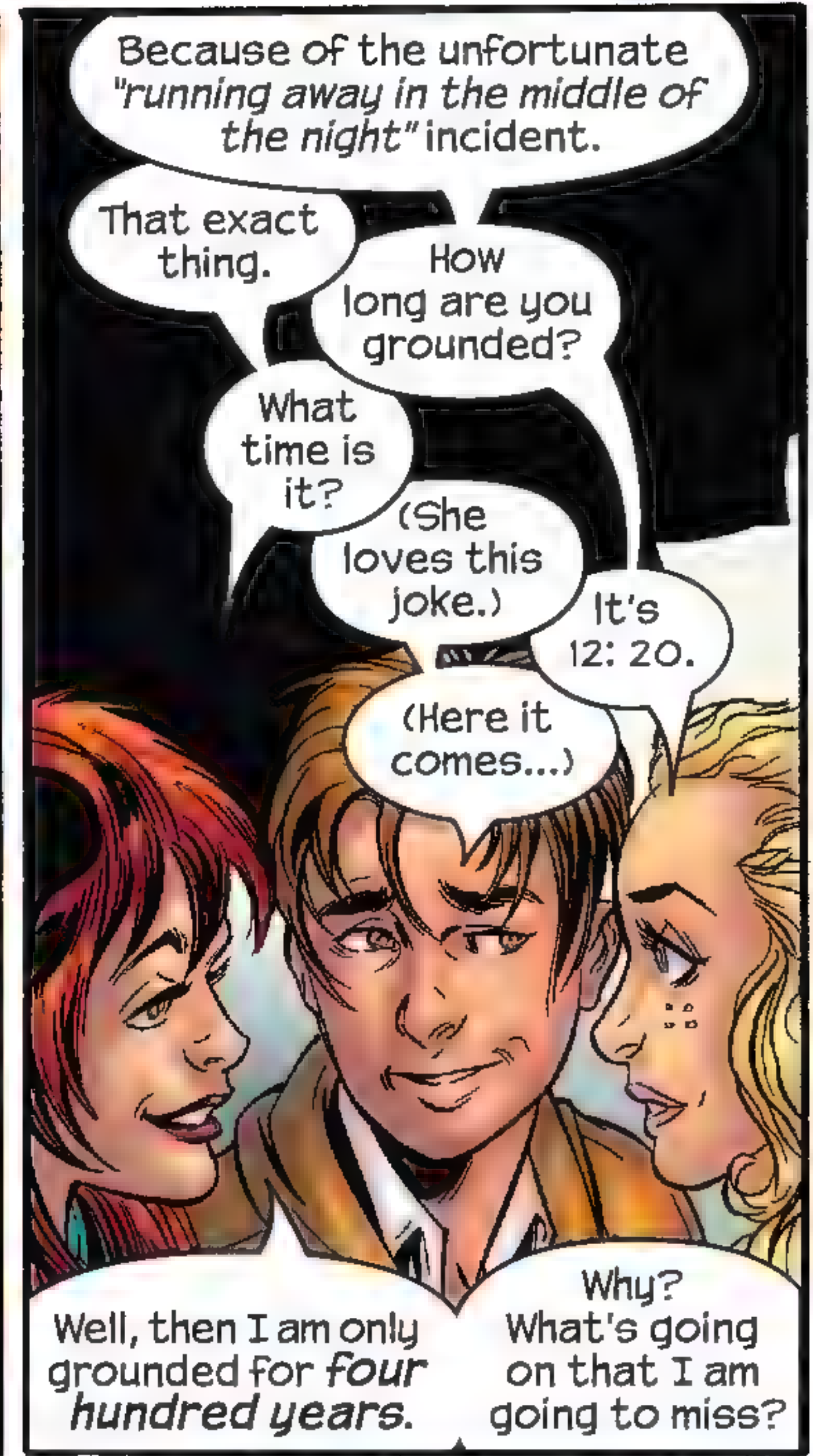
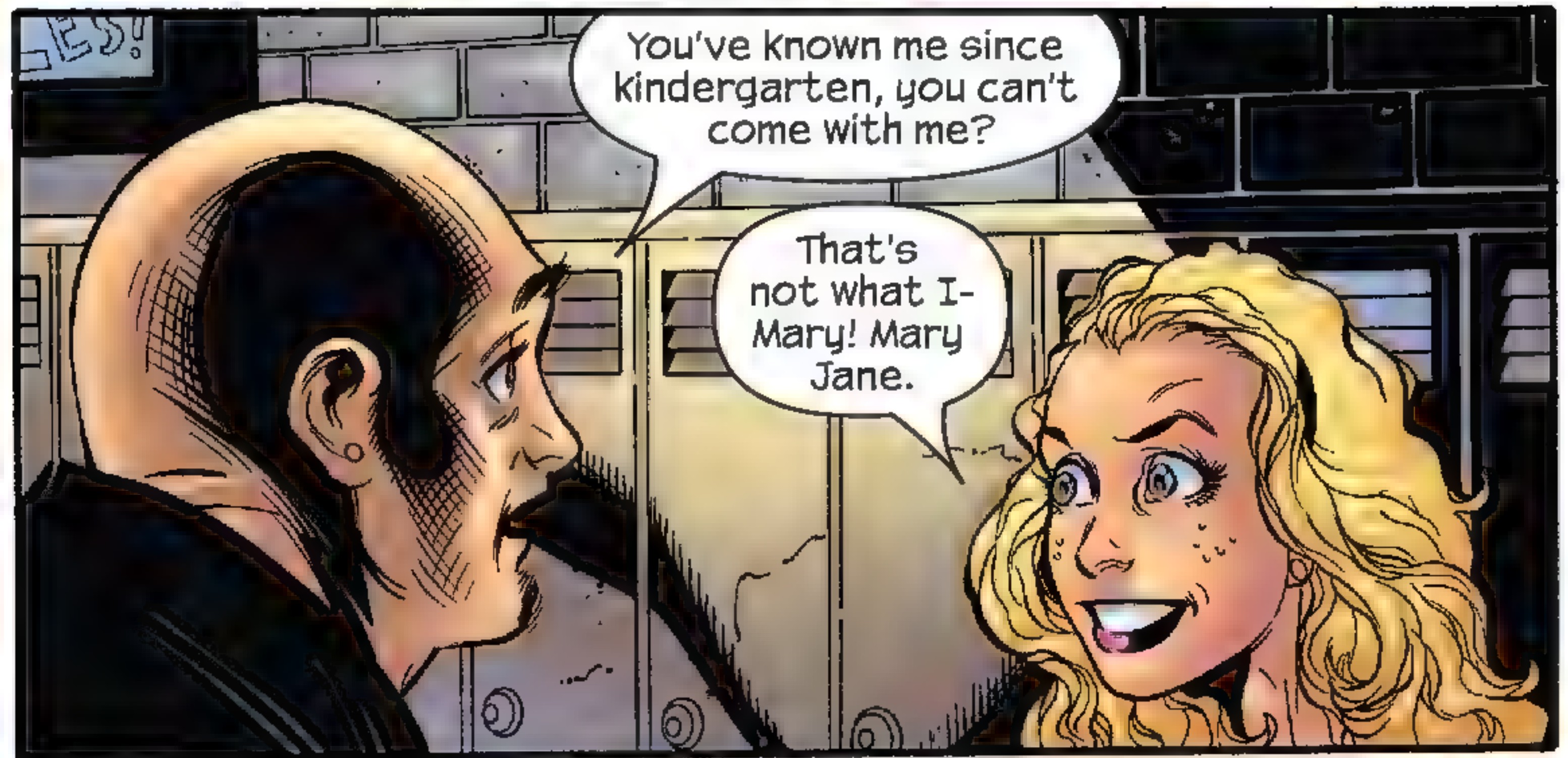
Paper says they're going to do some kind of cool CGI thing to duplicate your metal arms.

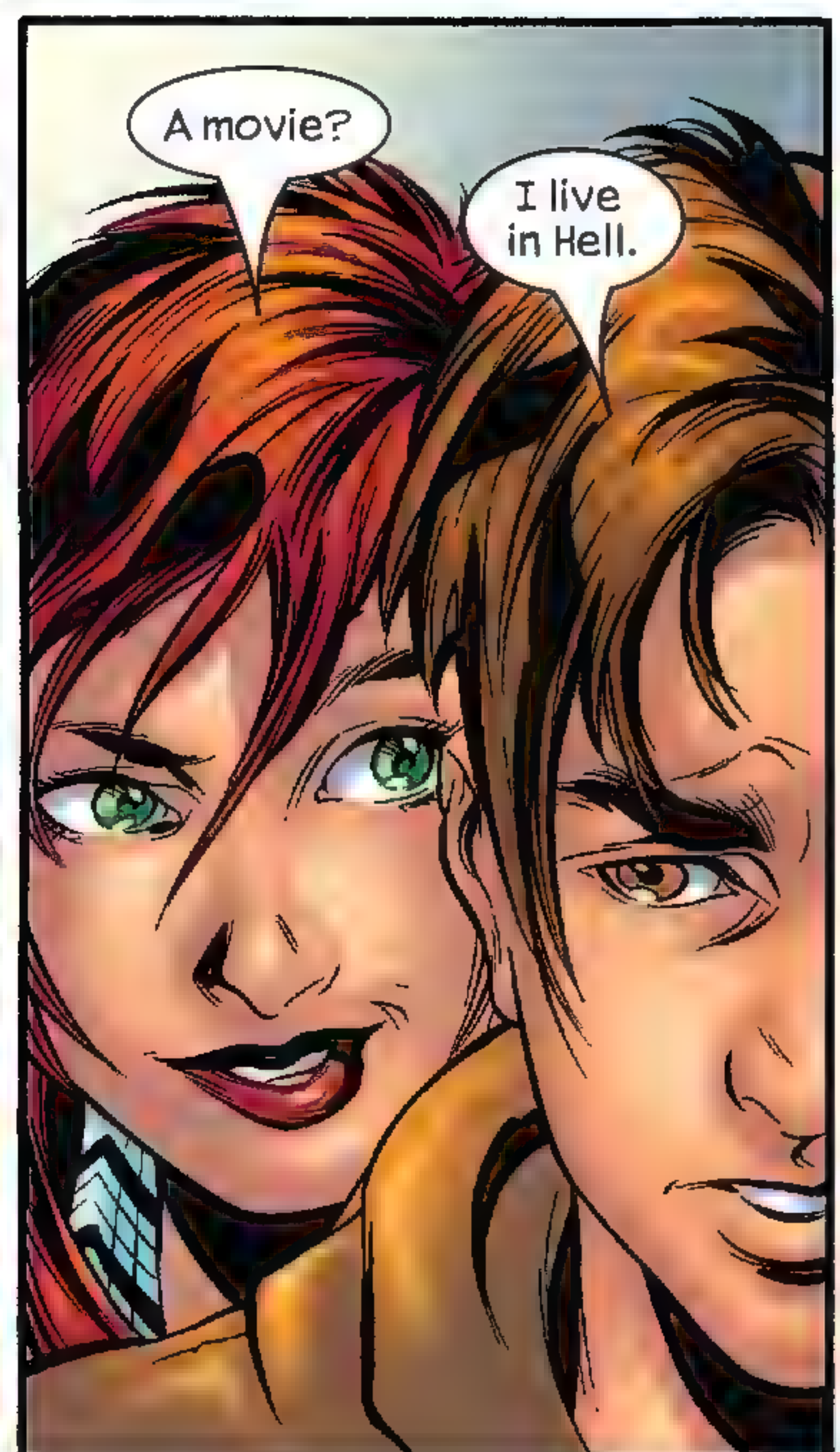
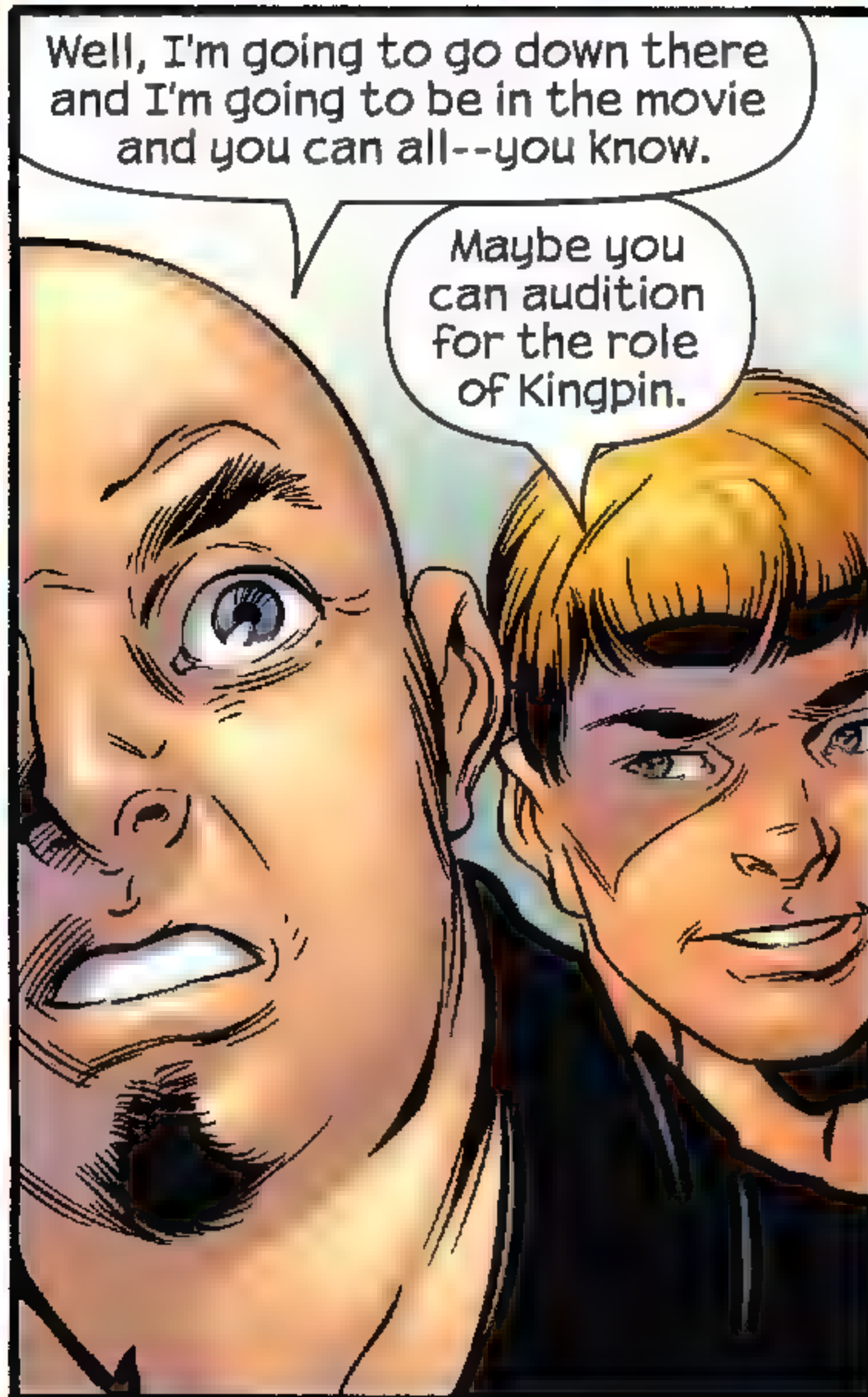
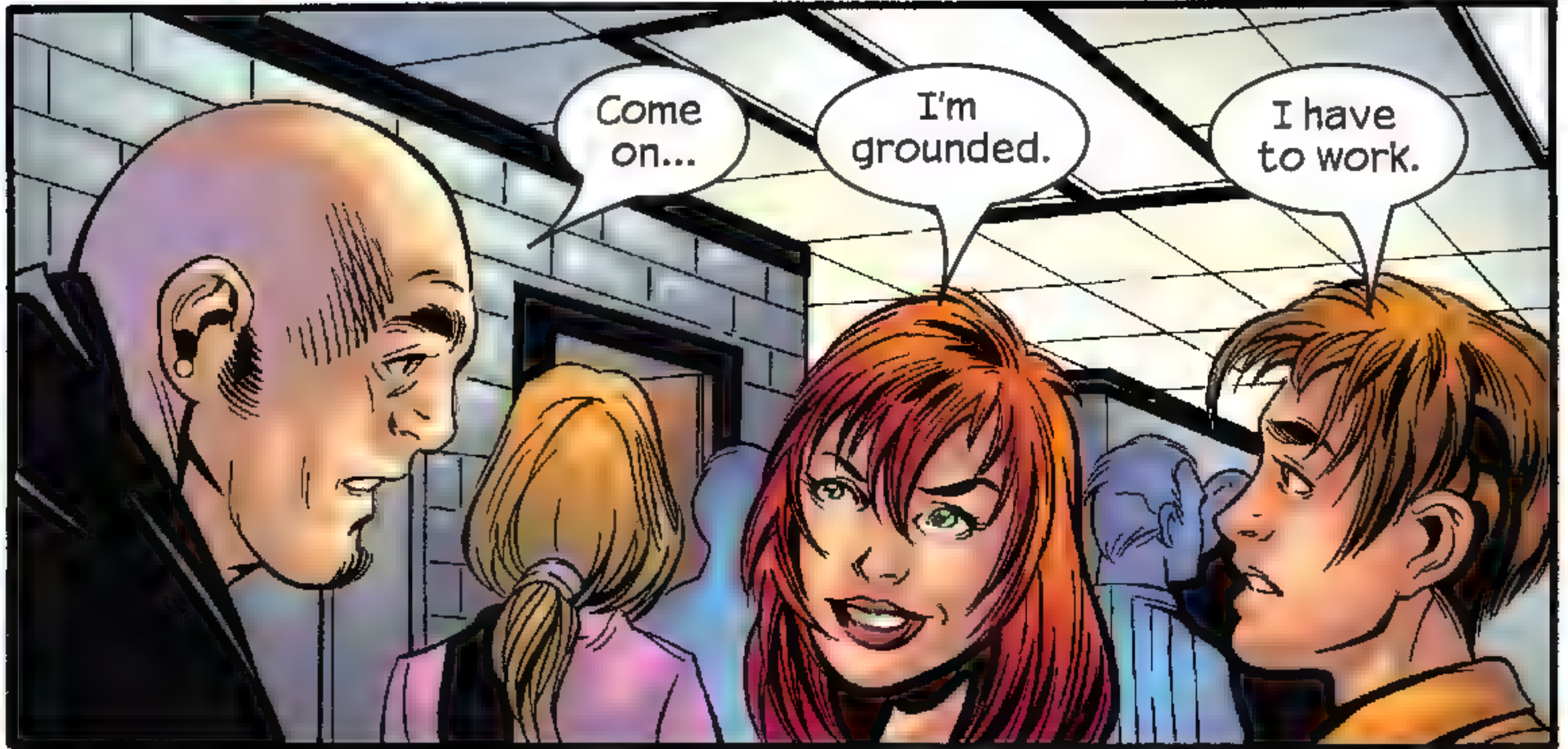
I bet they could *buy* them if they wanted.

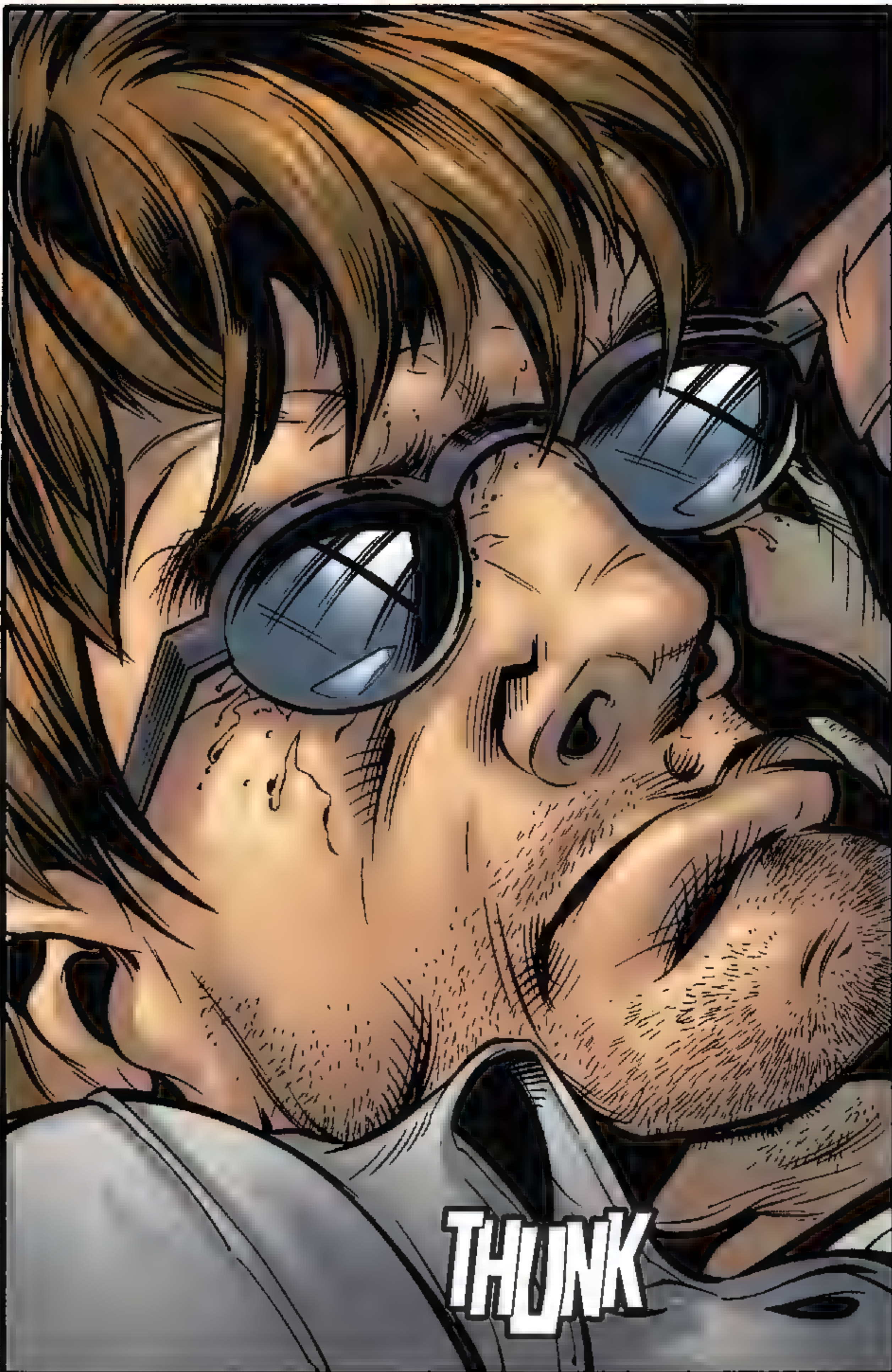


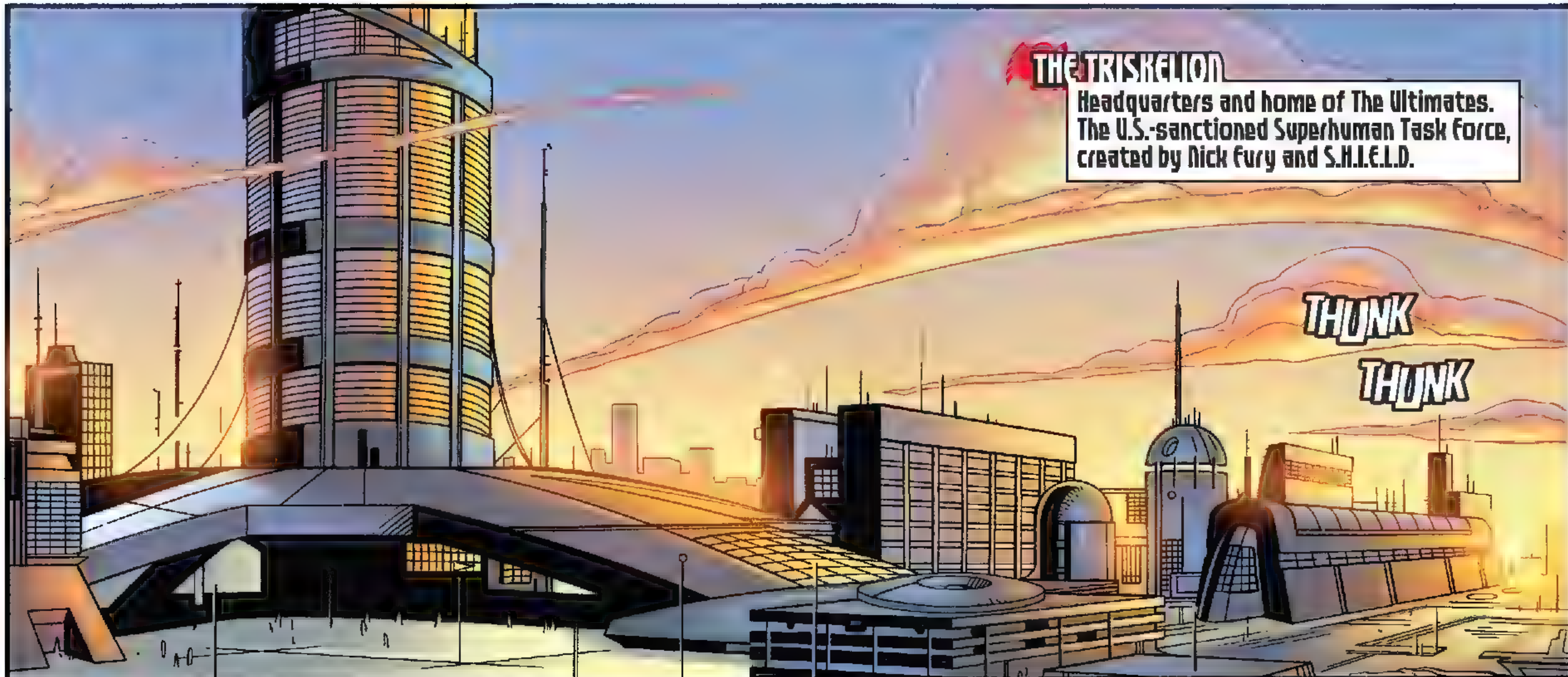
Enjoy, cop-killer.

Maybe they'll invite you to the premiere.





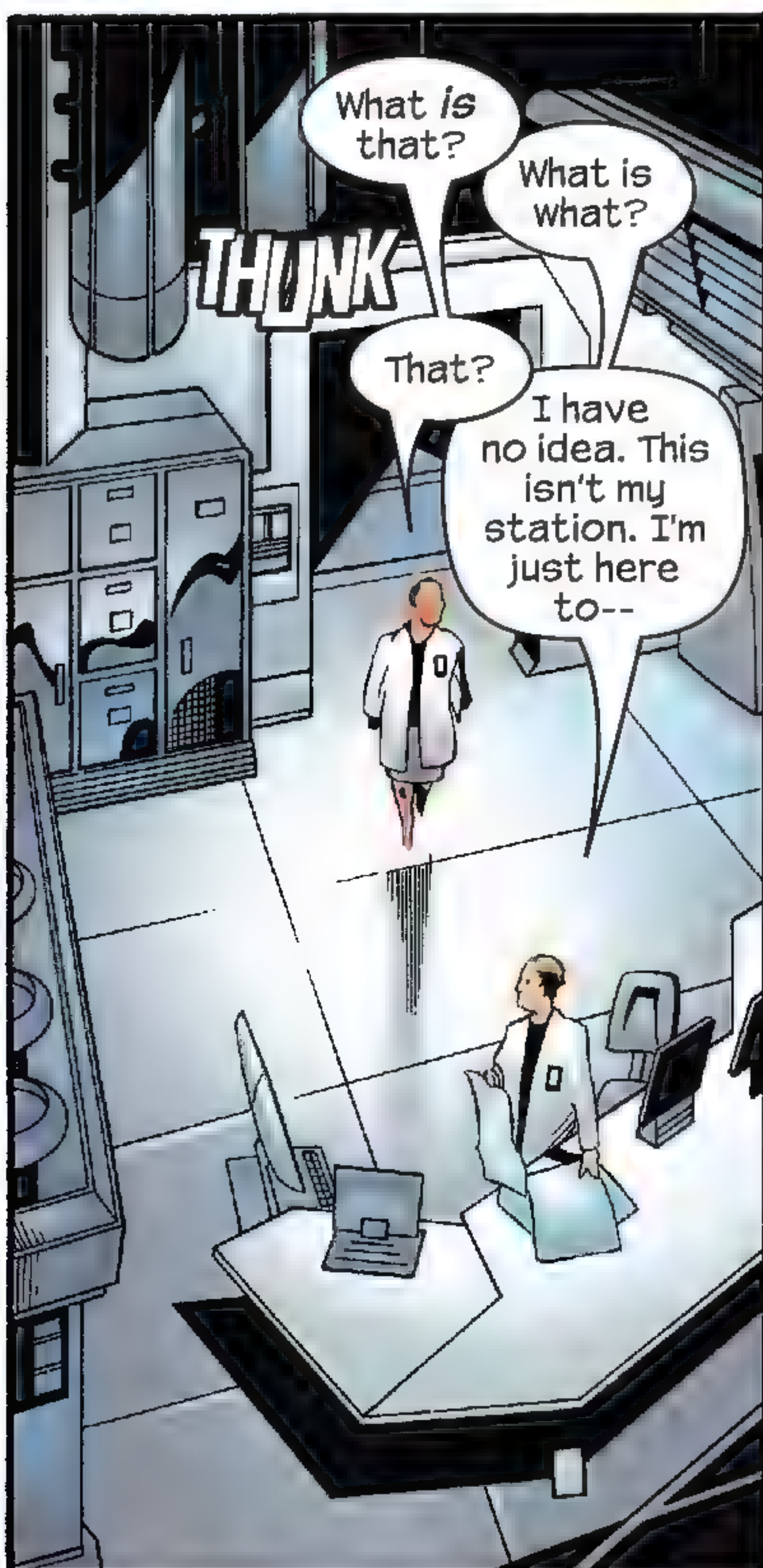




THE TRISKELION

Headquarters and home of The Ultimates. The U.S.-sanctioned Superhuman Task Force, created by Nick Fury and S.H.I.E.L.D.

THUNK
THUNK



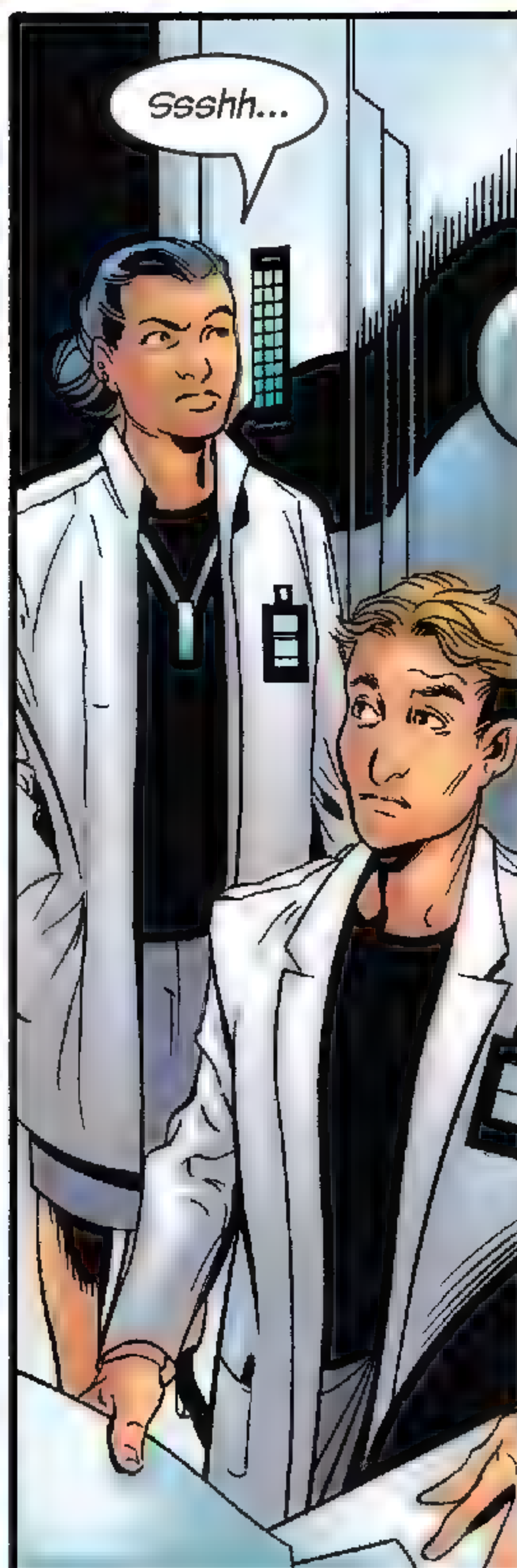
What is that?

What is what?

That?

I have no idea. This isn't my station. I'm just here to--

THUNK

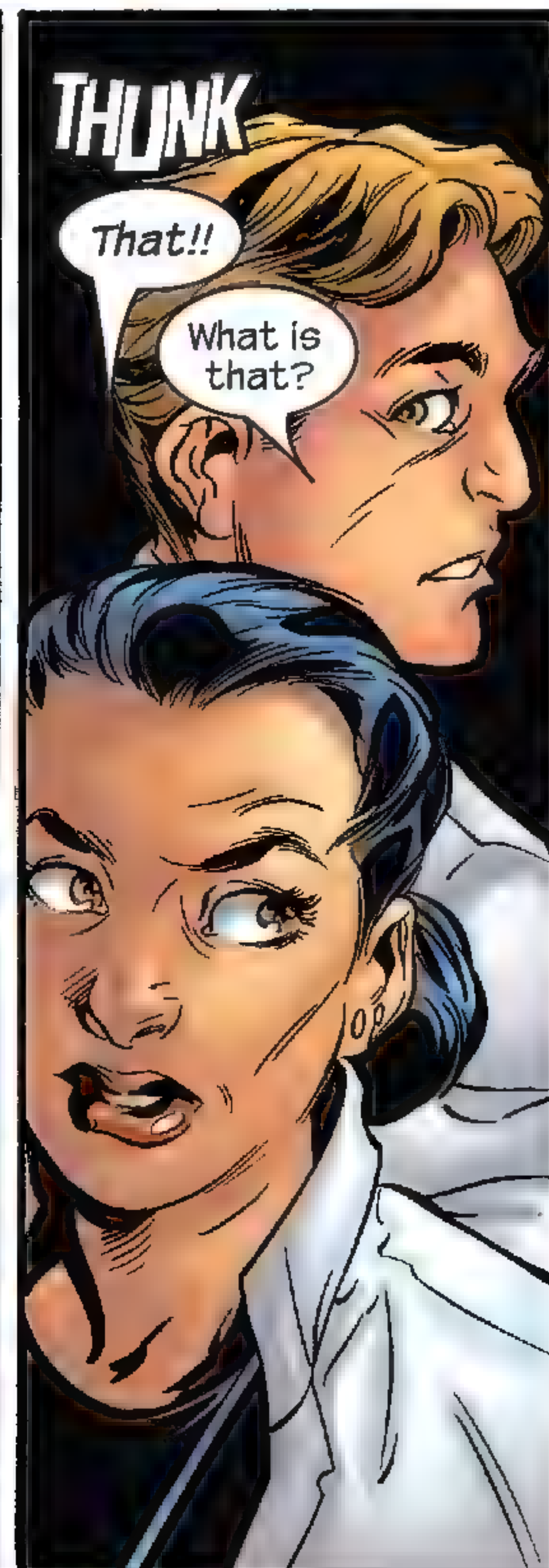


Sssh...



THUNK

You don't hear that?



THUNK

That!!

What is that?



THUNK

I think it's the air conditioning.

It's annoying.

THUNK



THUNK

I think it's coming from over here.

What's in there?

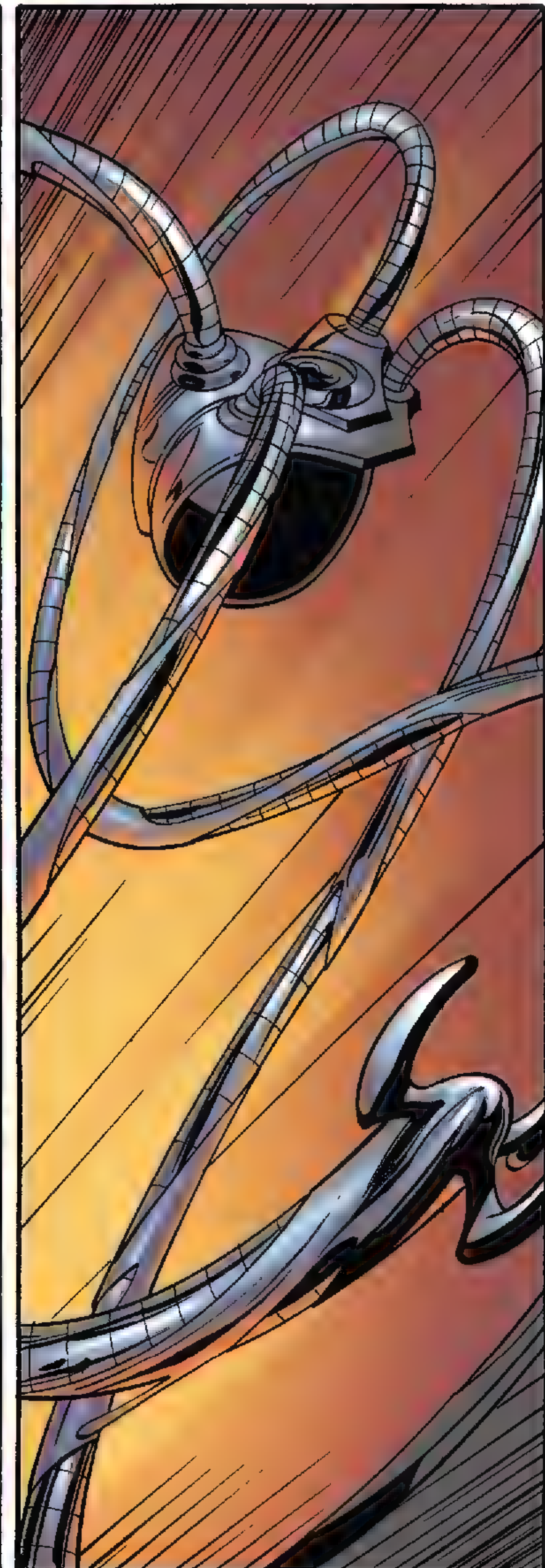
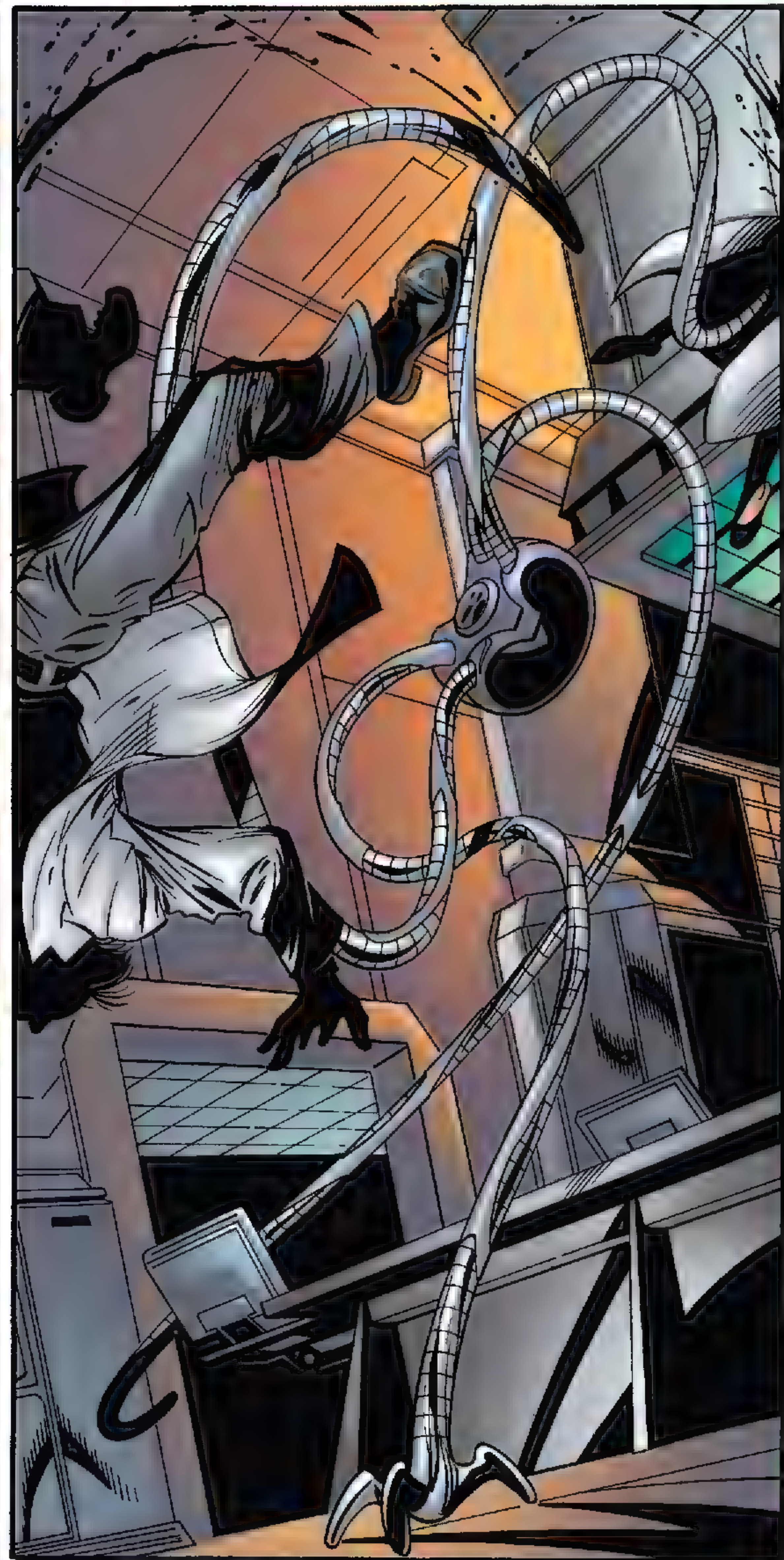
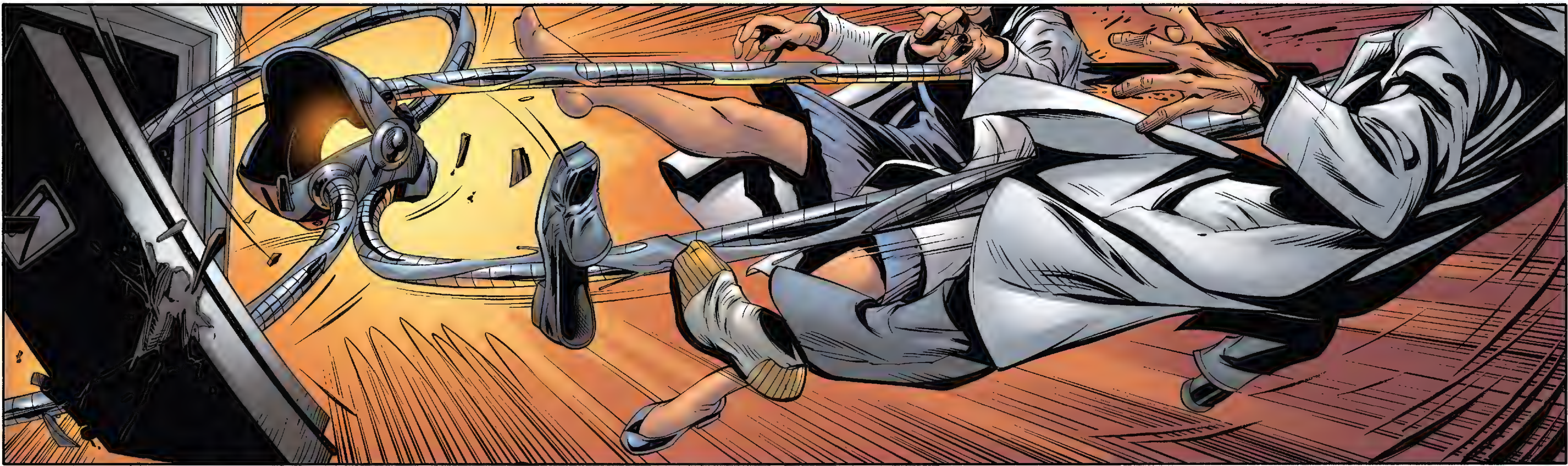
I don't know.

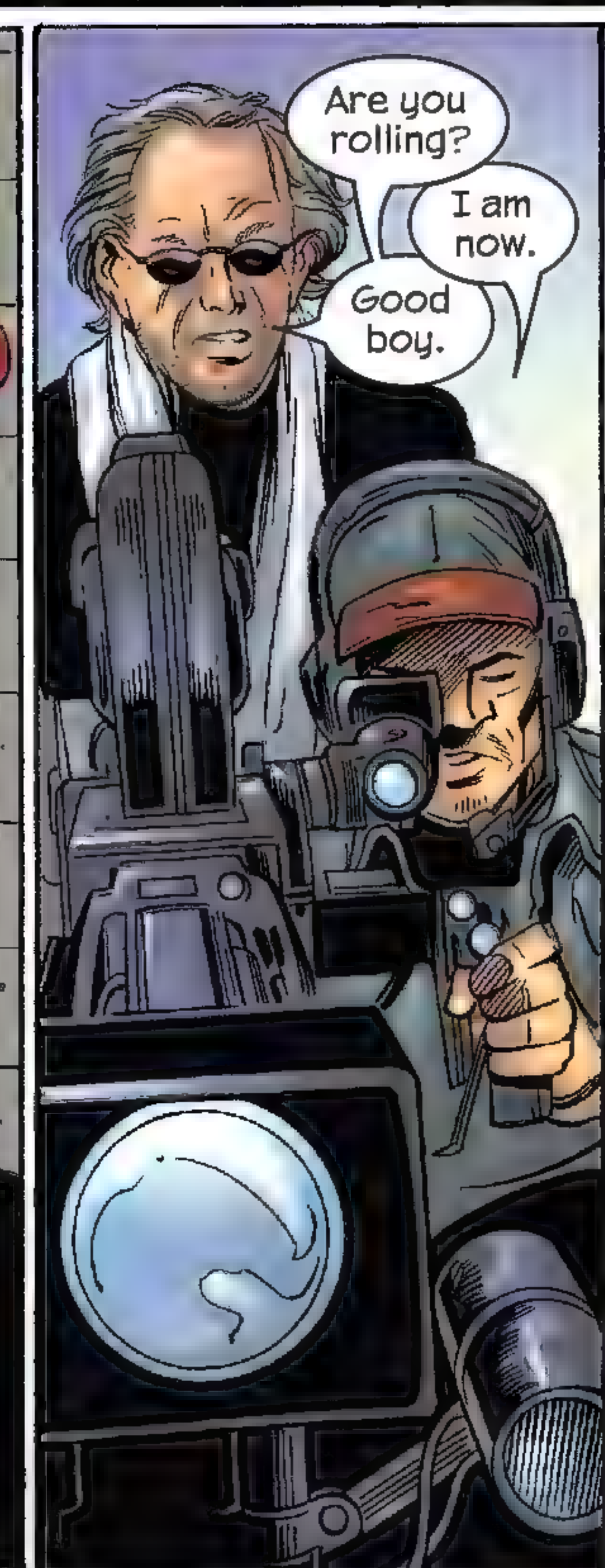
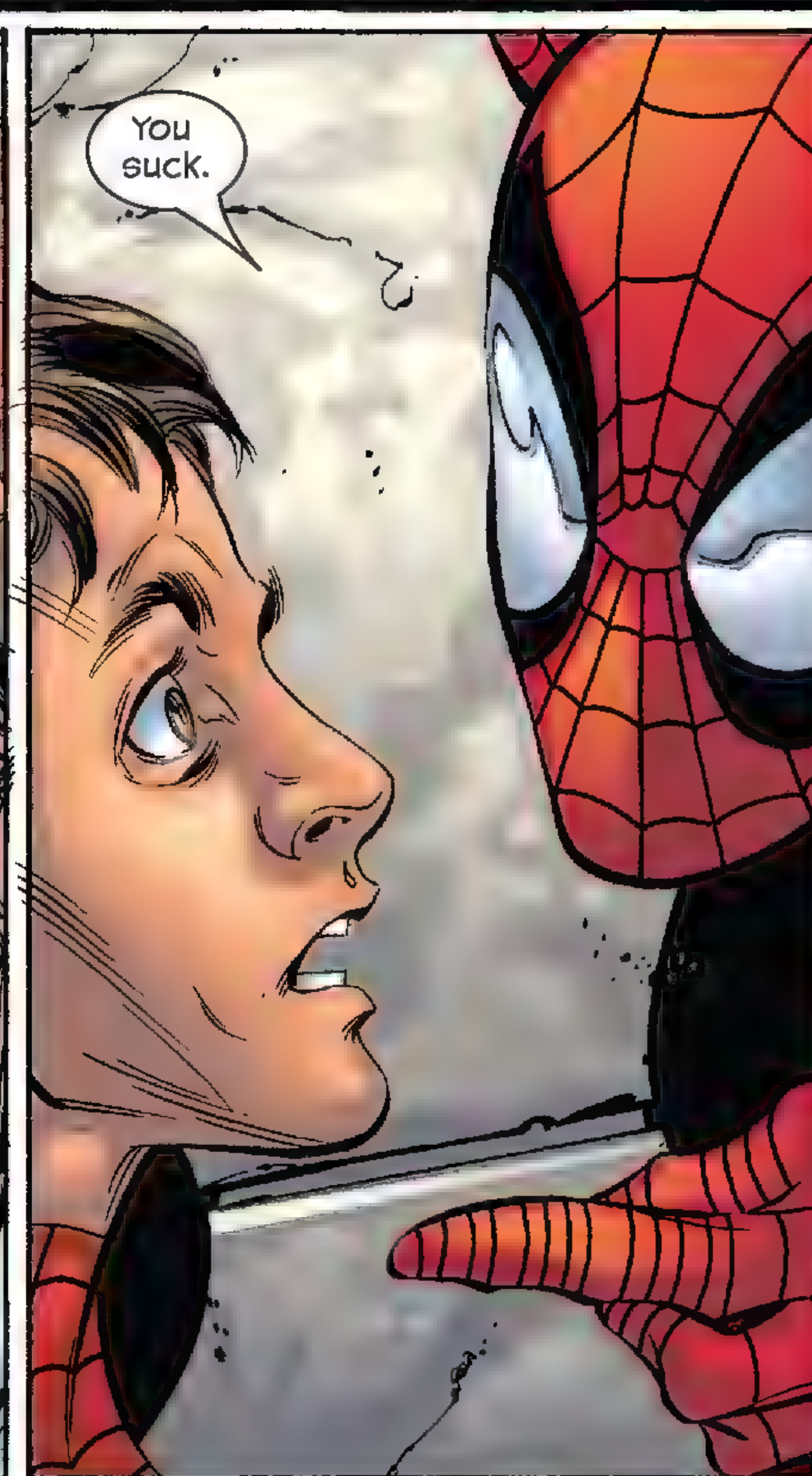
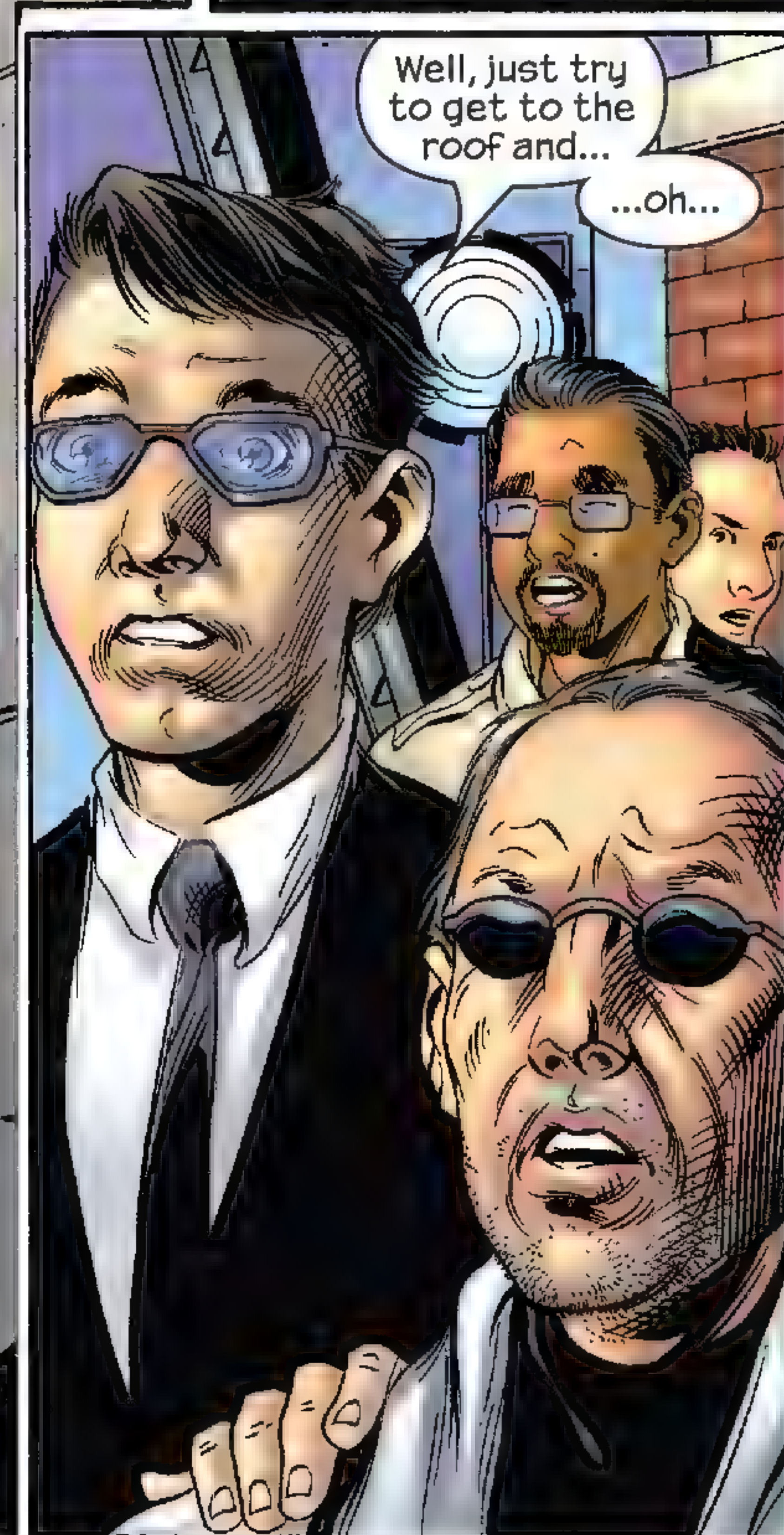
Do you have a key to this?

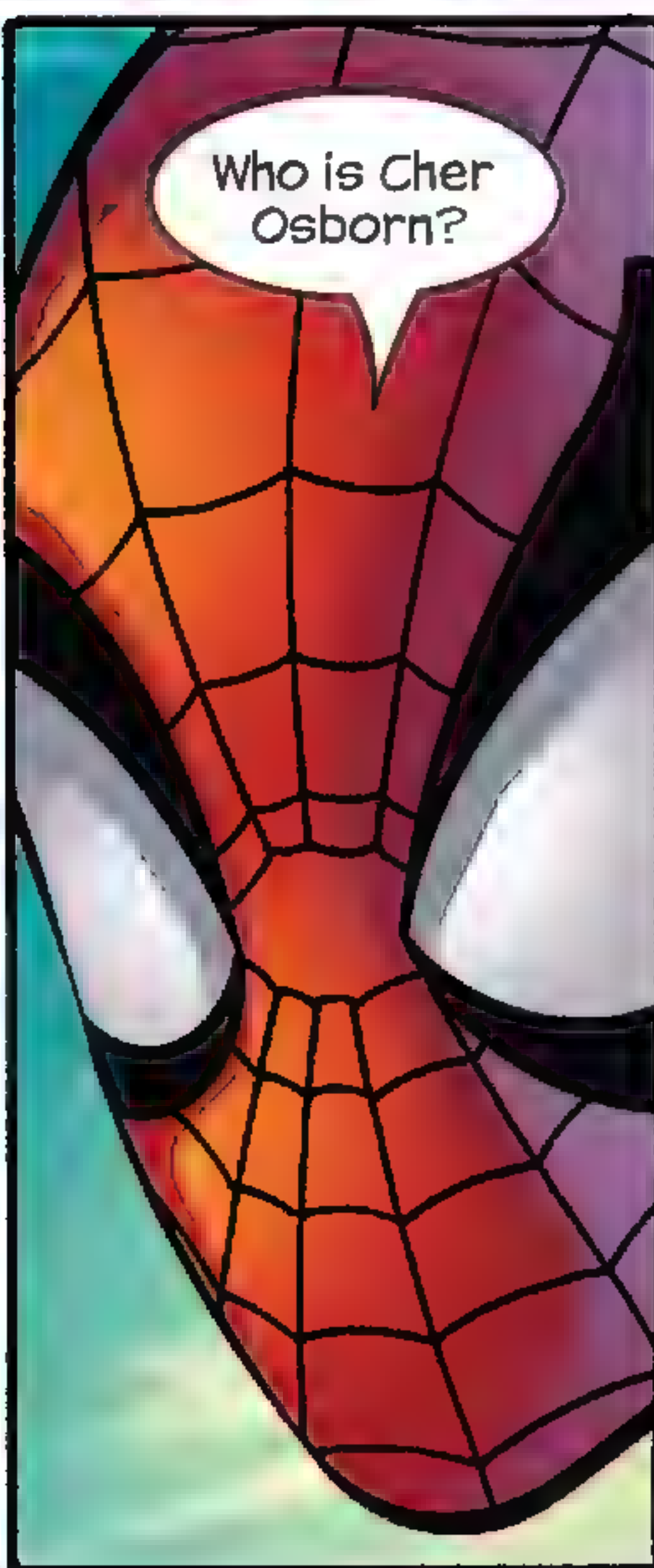
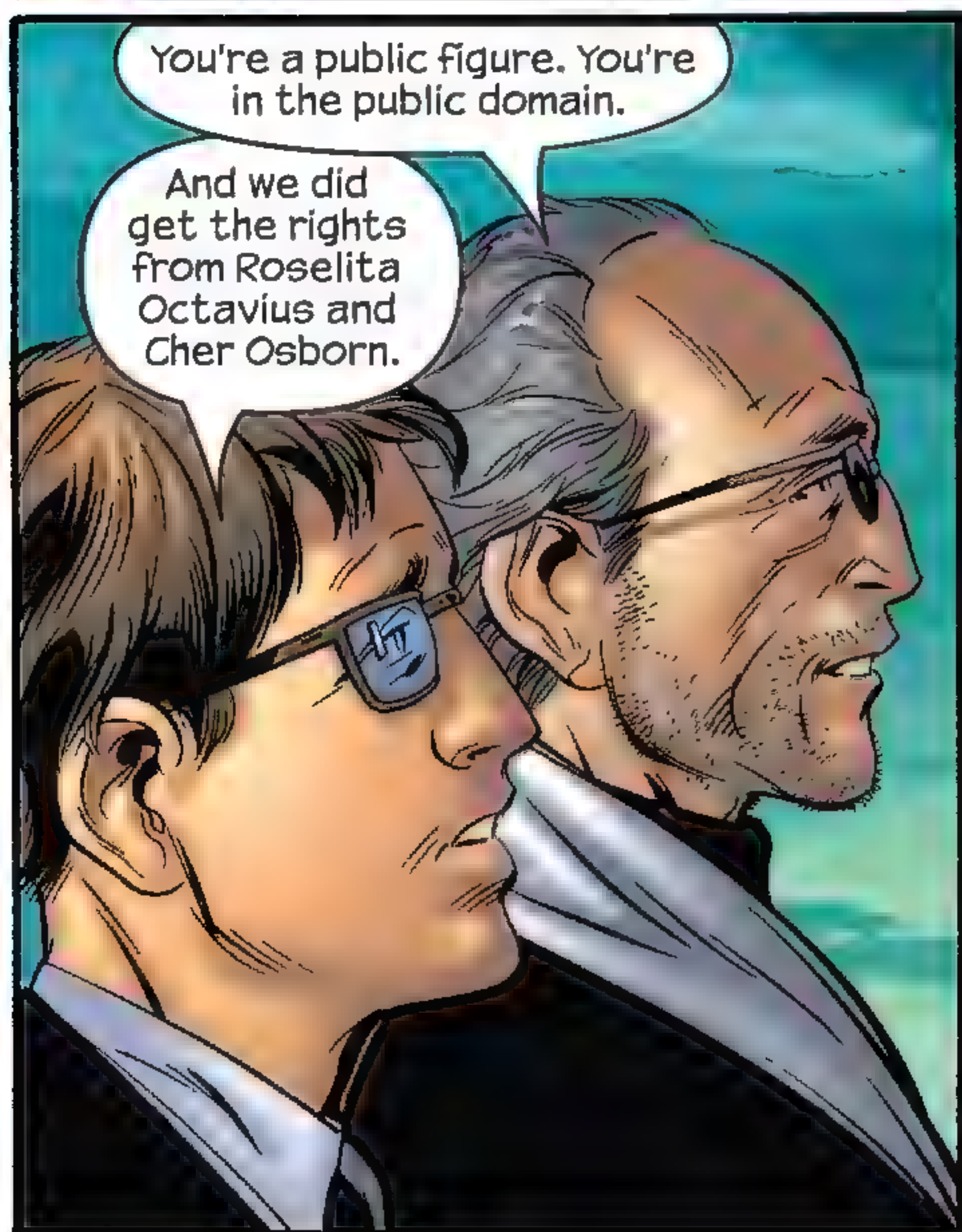
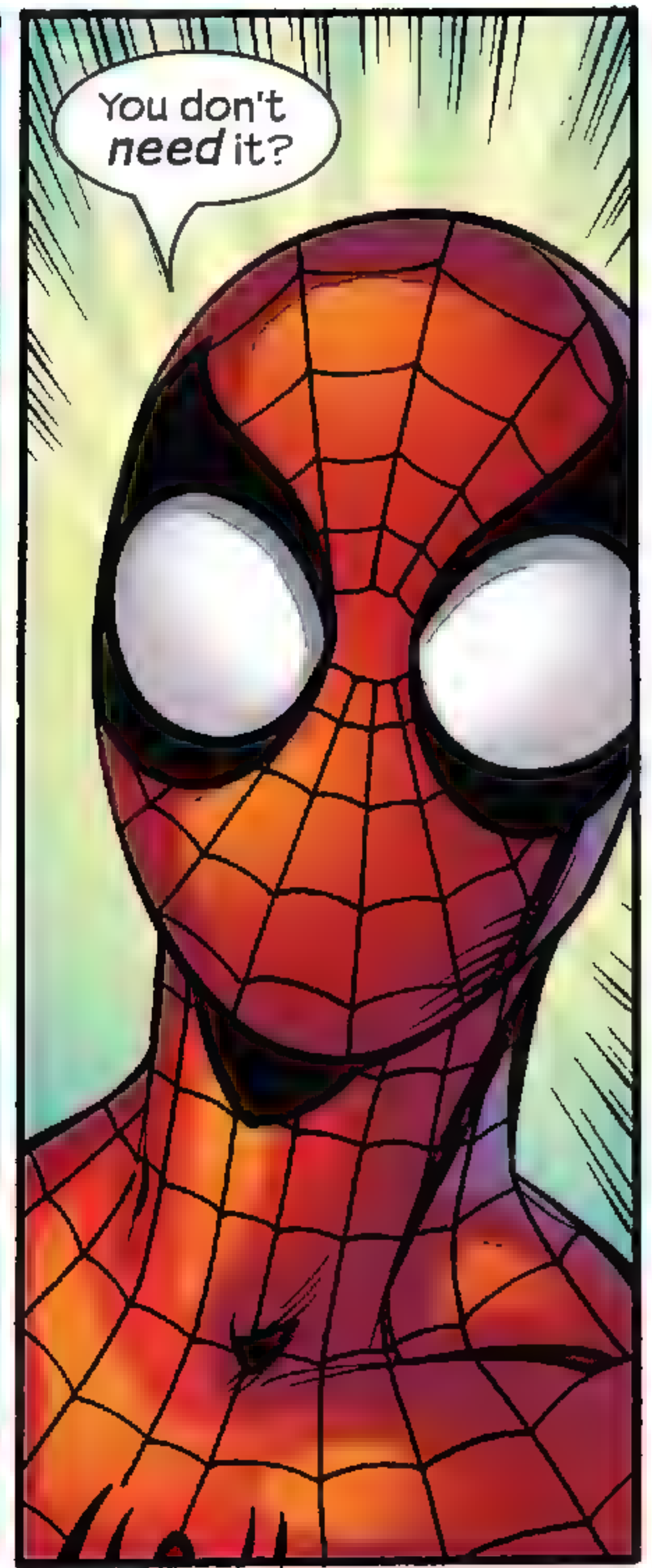
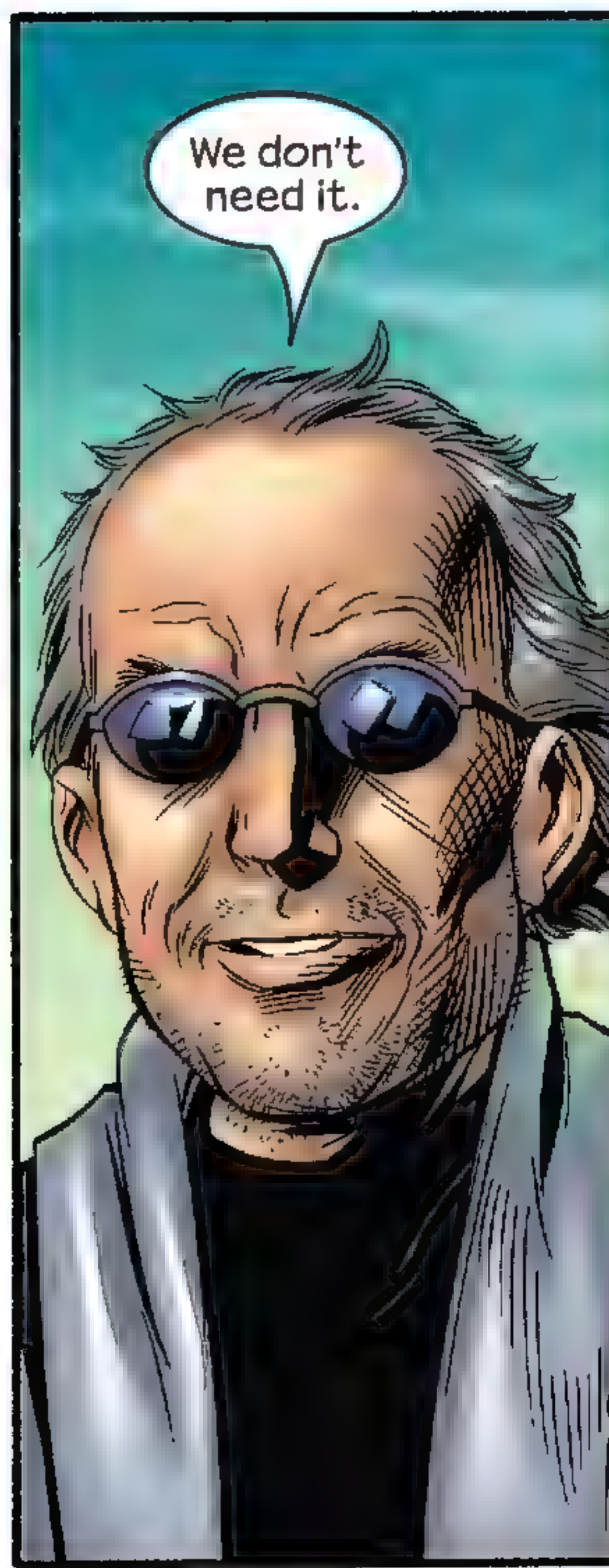
You're level seven. Just slide your access card.

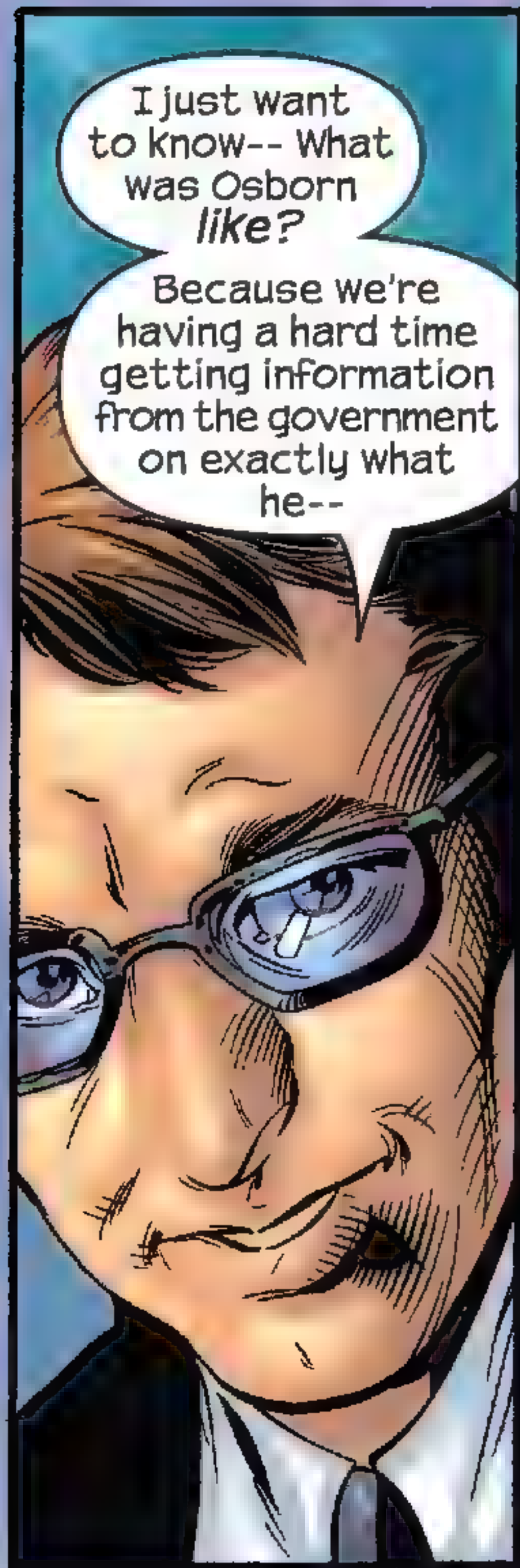


GLEEK



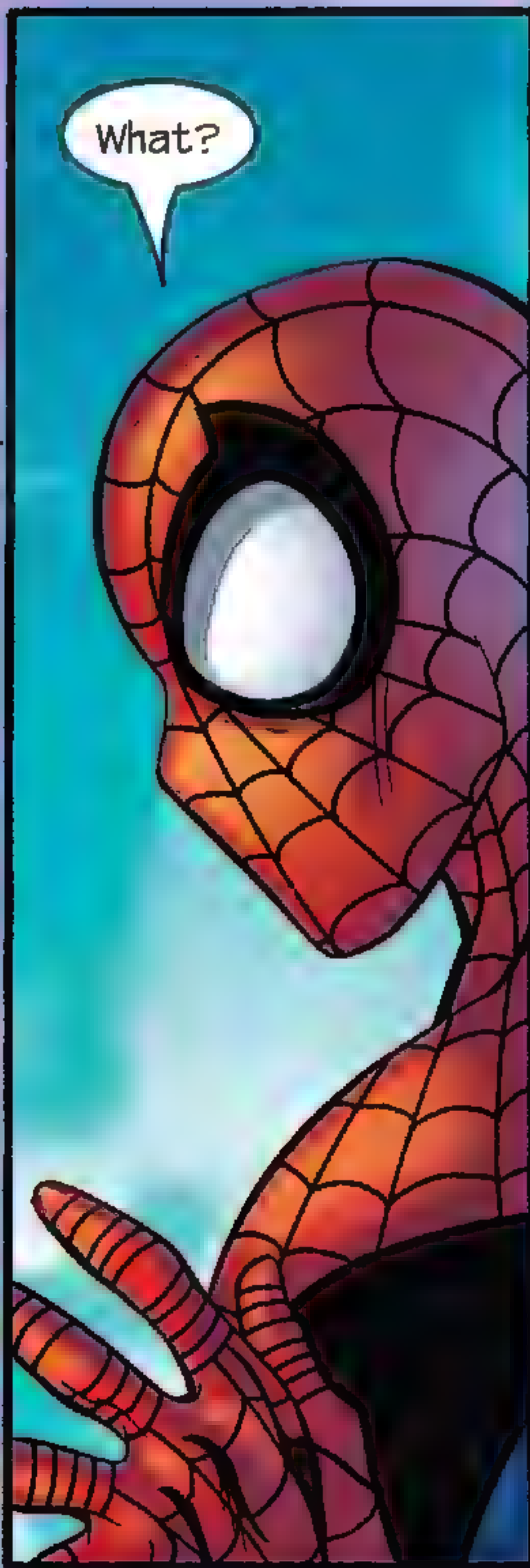




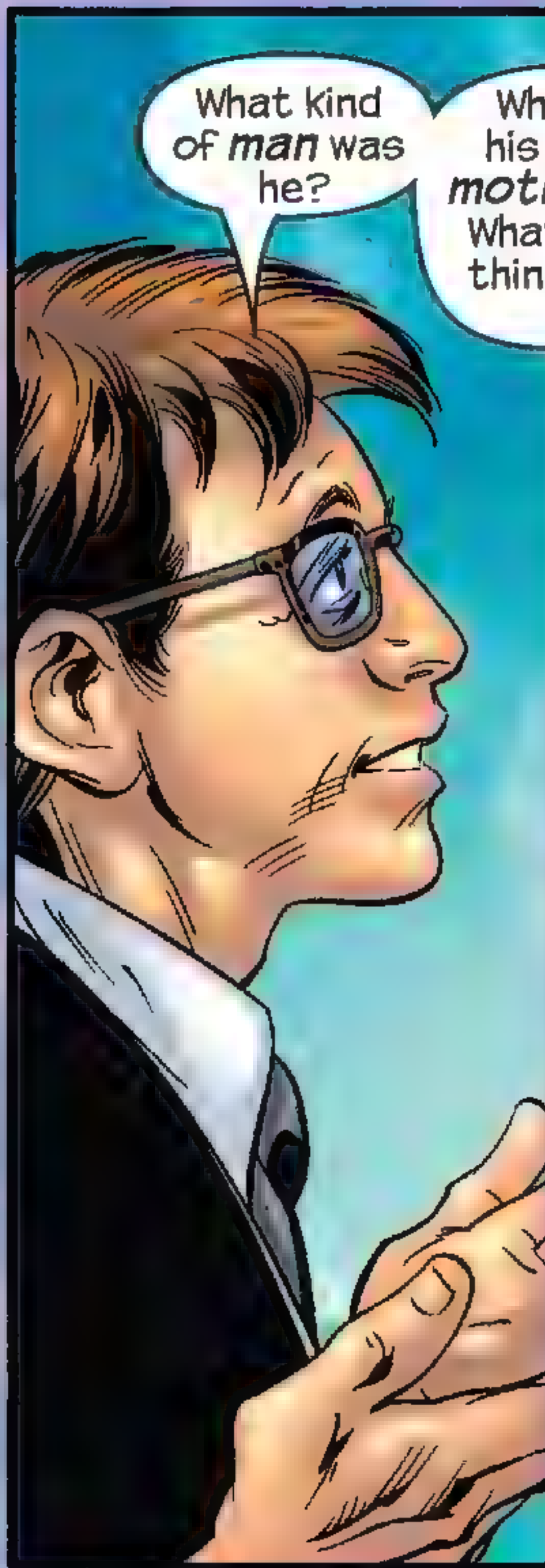


I just want to know-- What was Osborn like?

Because we're having a hard time getting information from the government on exactly what he--



What?



What kind of *man* was he?

What was his overall *motivation*? What do you think led him to--



Listen, hey!! I'm not going to *help* you with this.

You want my help, you *pay* me. I'm not going to--



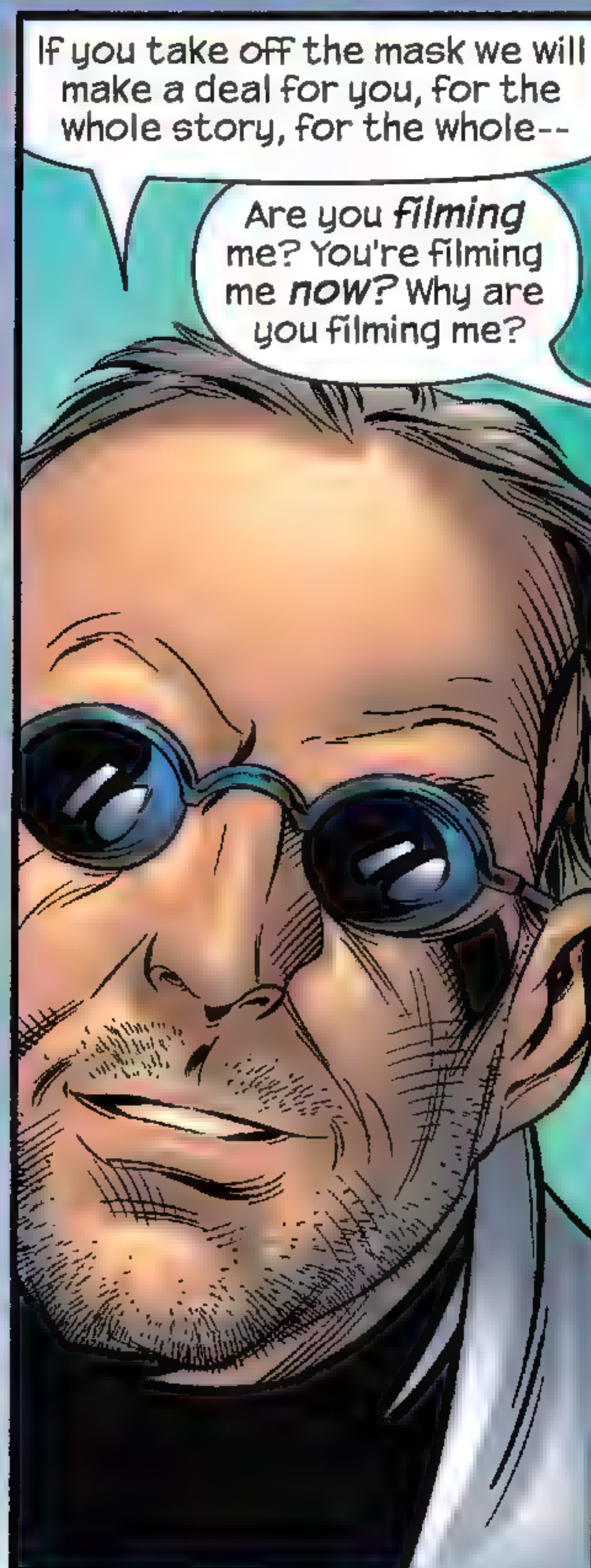
We'll pay you.

Let us see you without the mask and we will make a deal.

No!

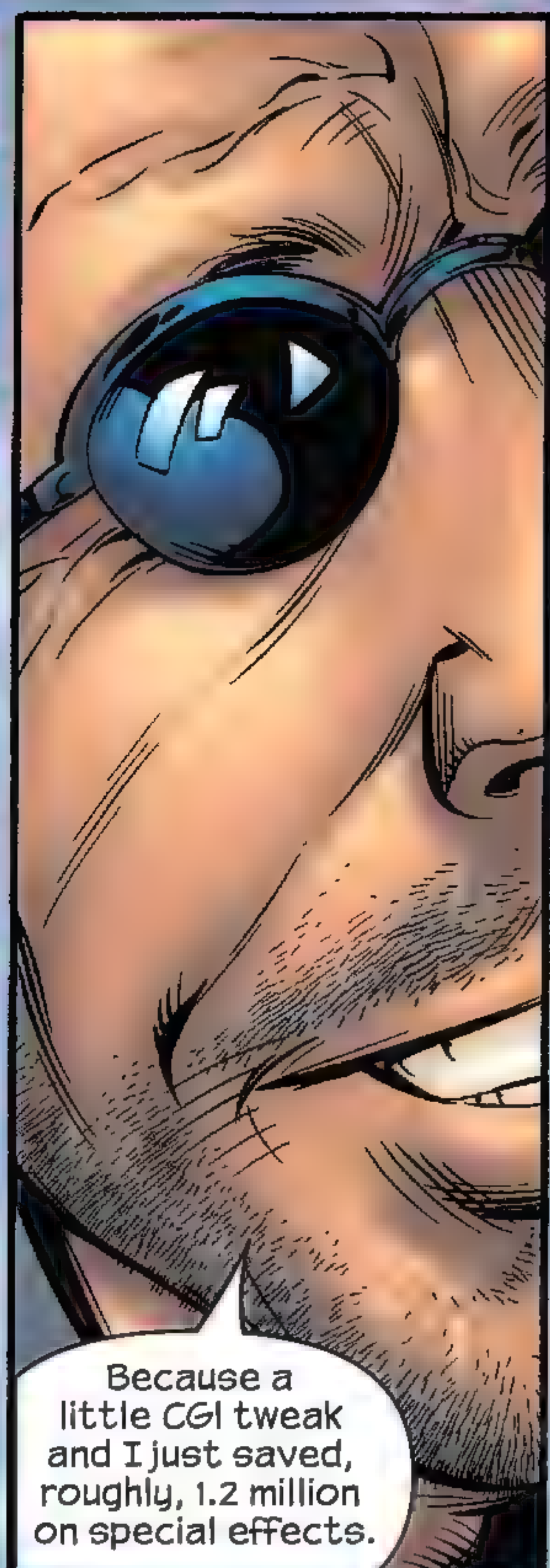
Then no deal. Keep rolling.

Keep rolling?



If you take off the mask we will make a deal for you, for the whole story, for the whole--

Are you *filming* me? You're filming me *now*? Why are you filming me?



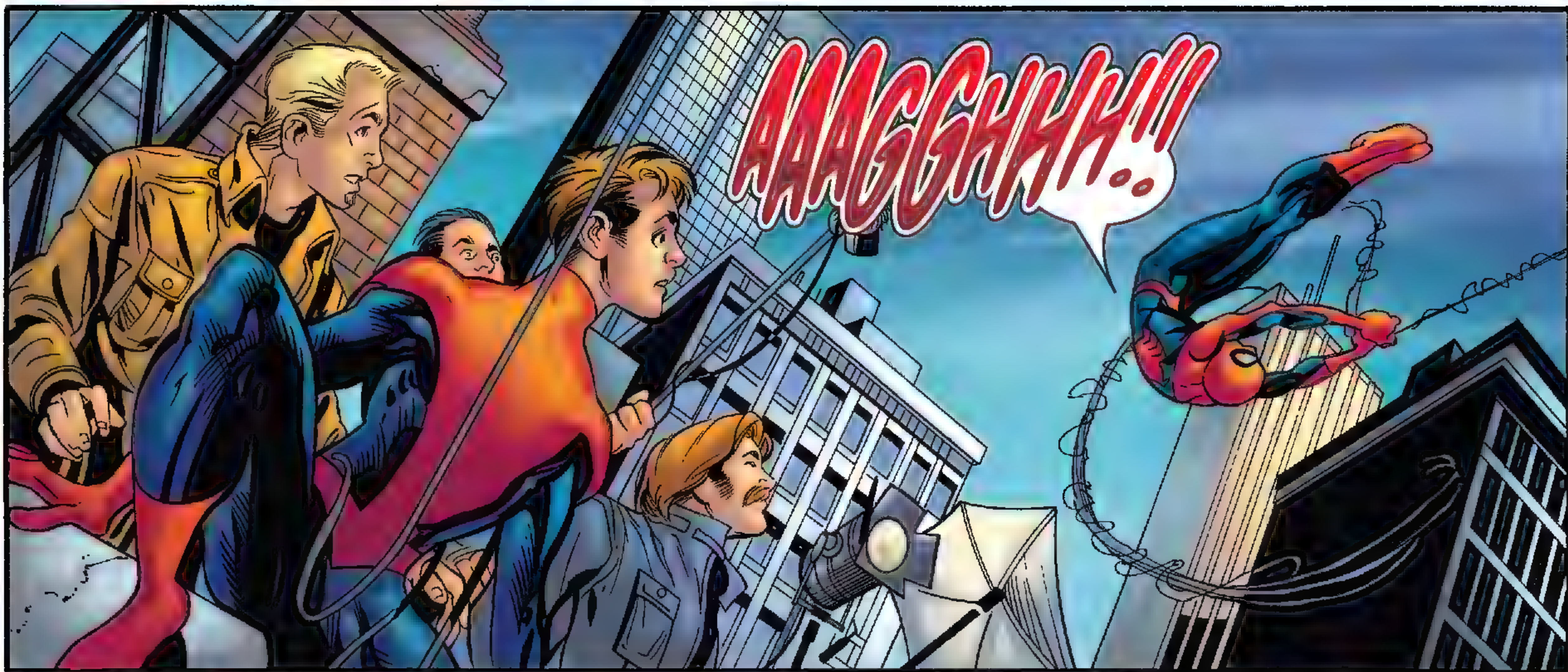
Because a little CGI tweak and I just saved, roughly, 1.2 million on special effects.

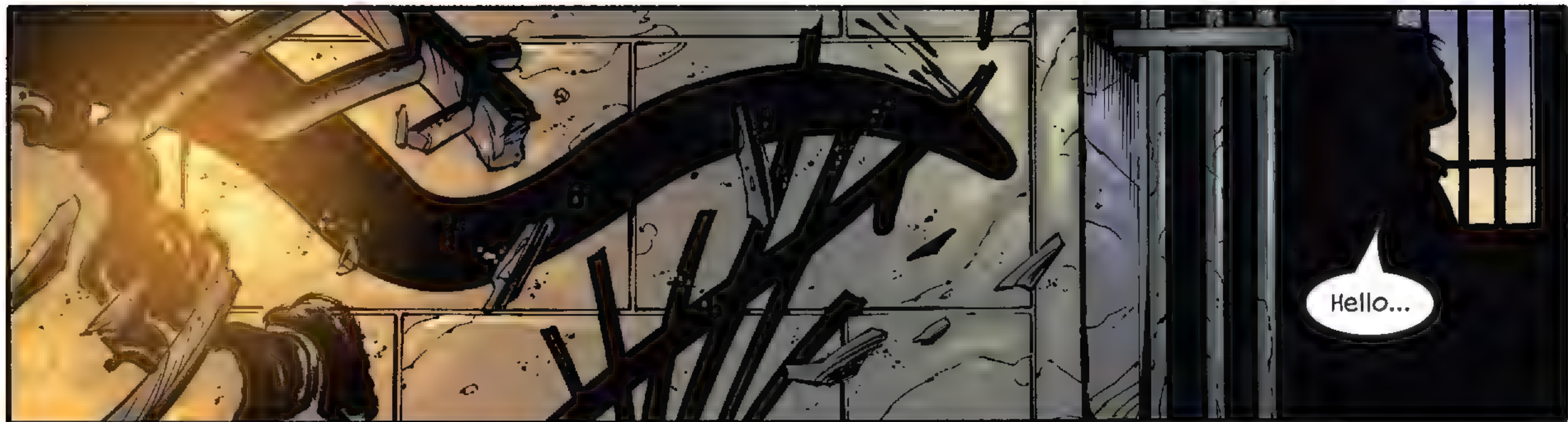
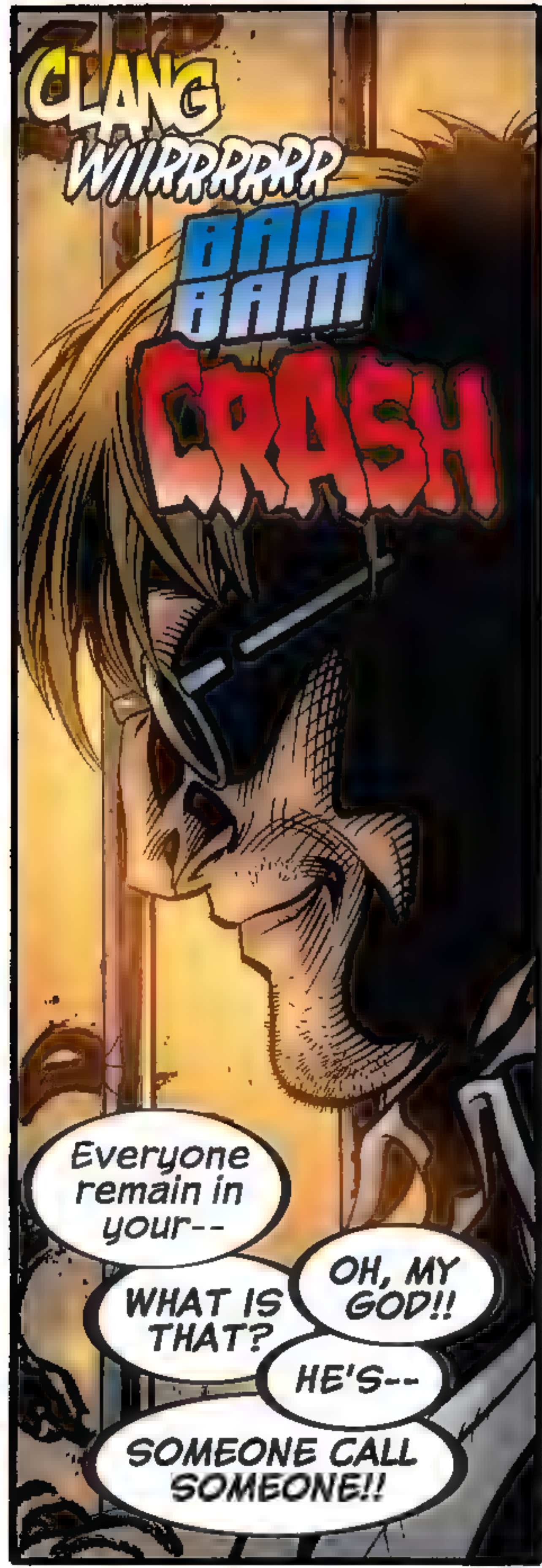
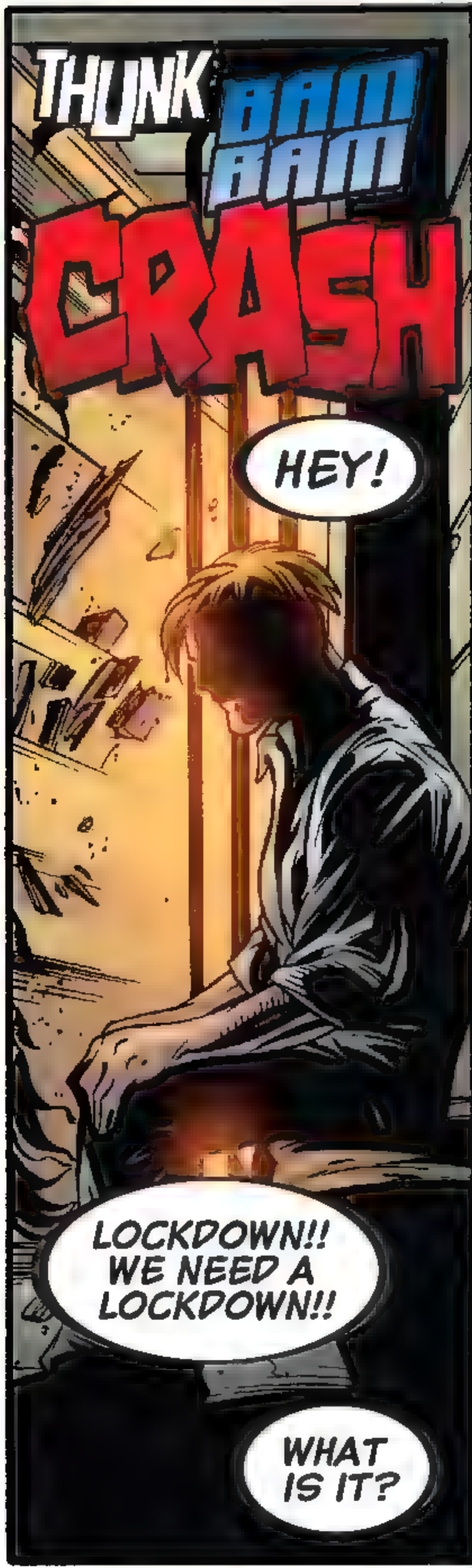
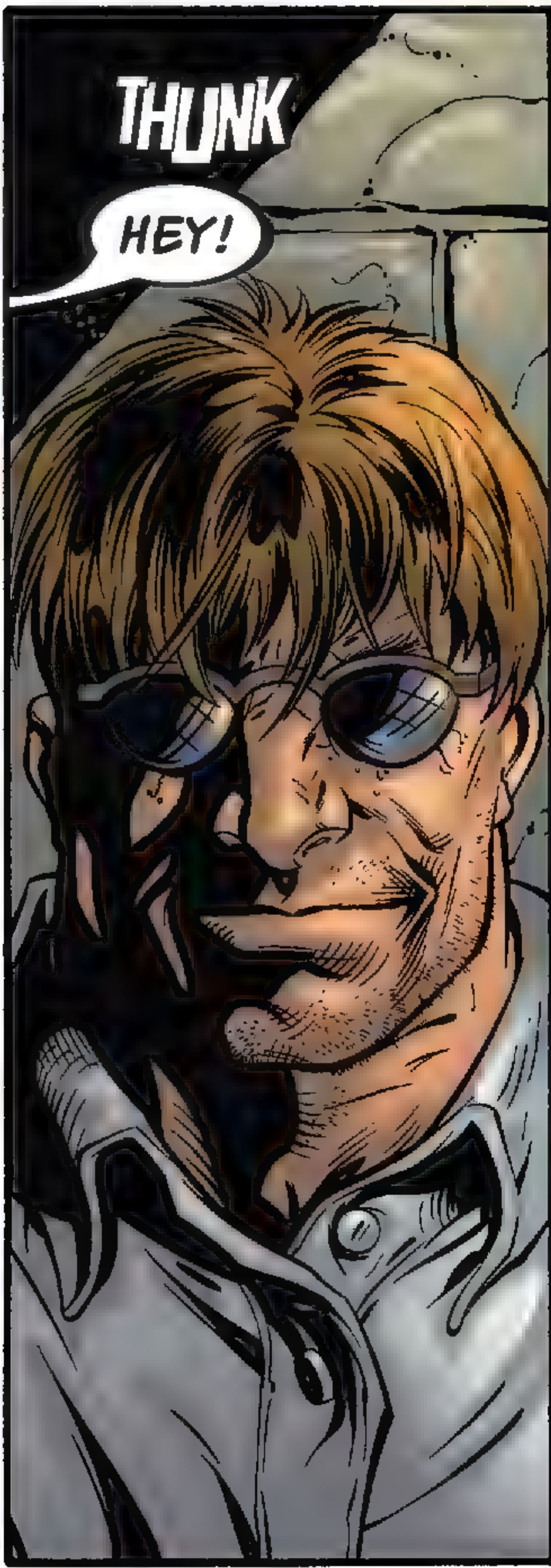
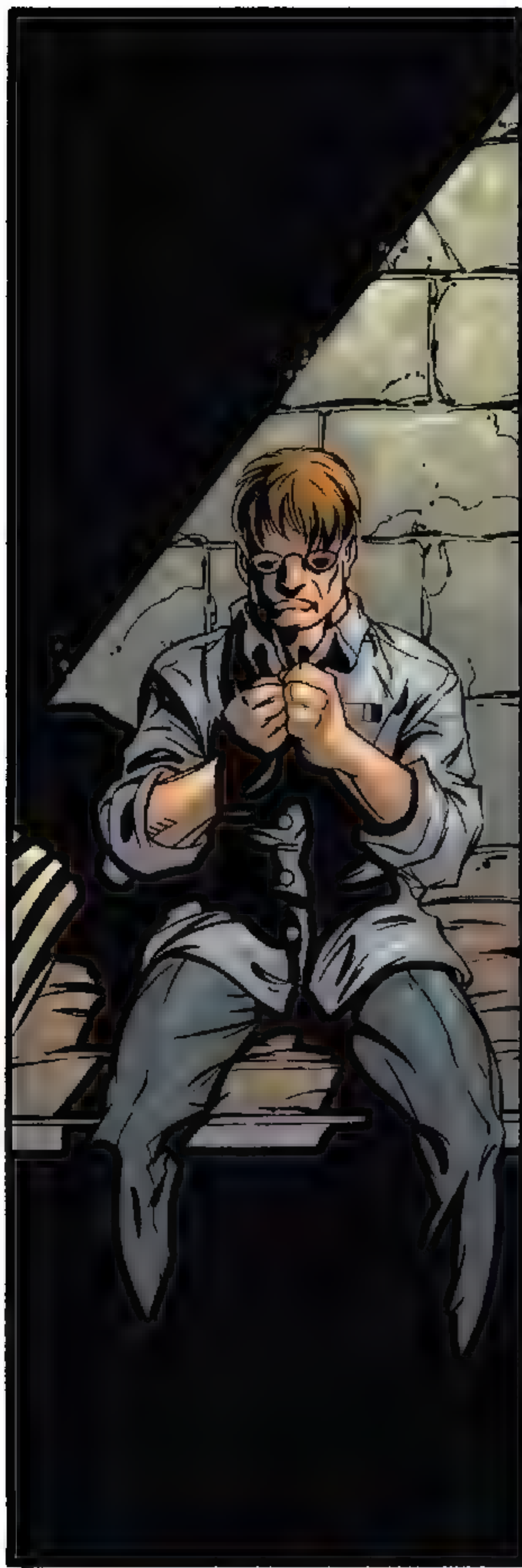


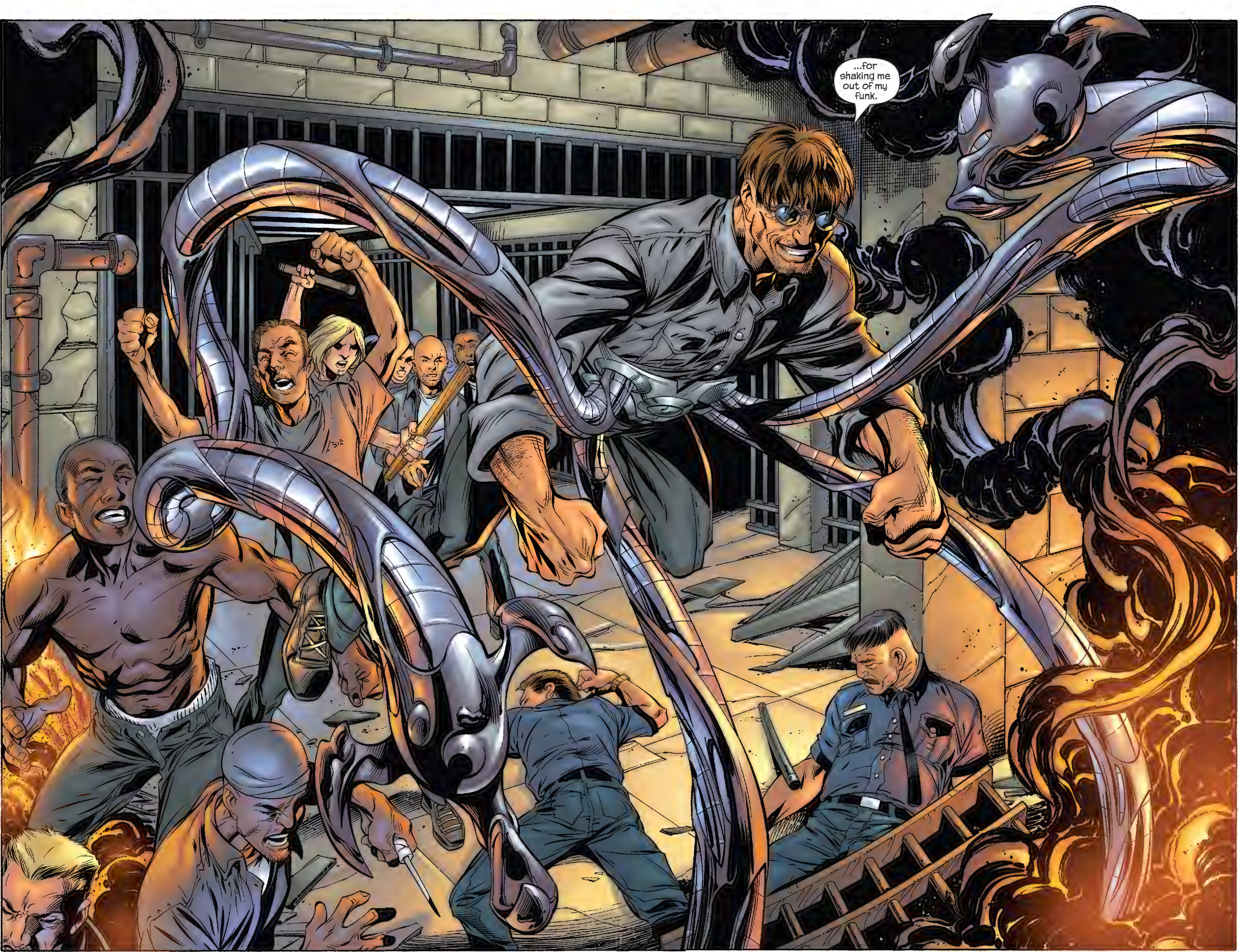
YOU!!

PEOPLE!!

SUCK!!



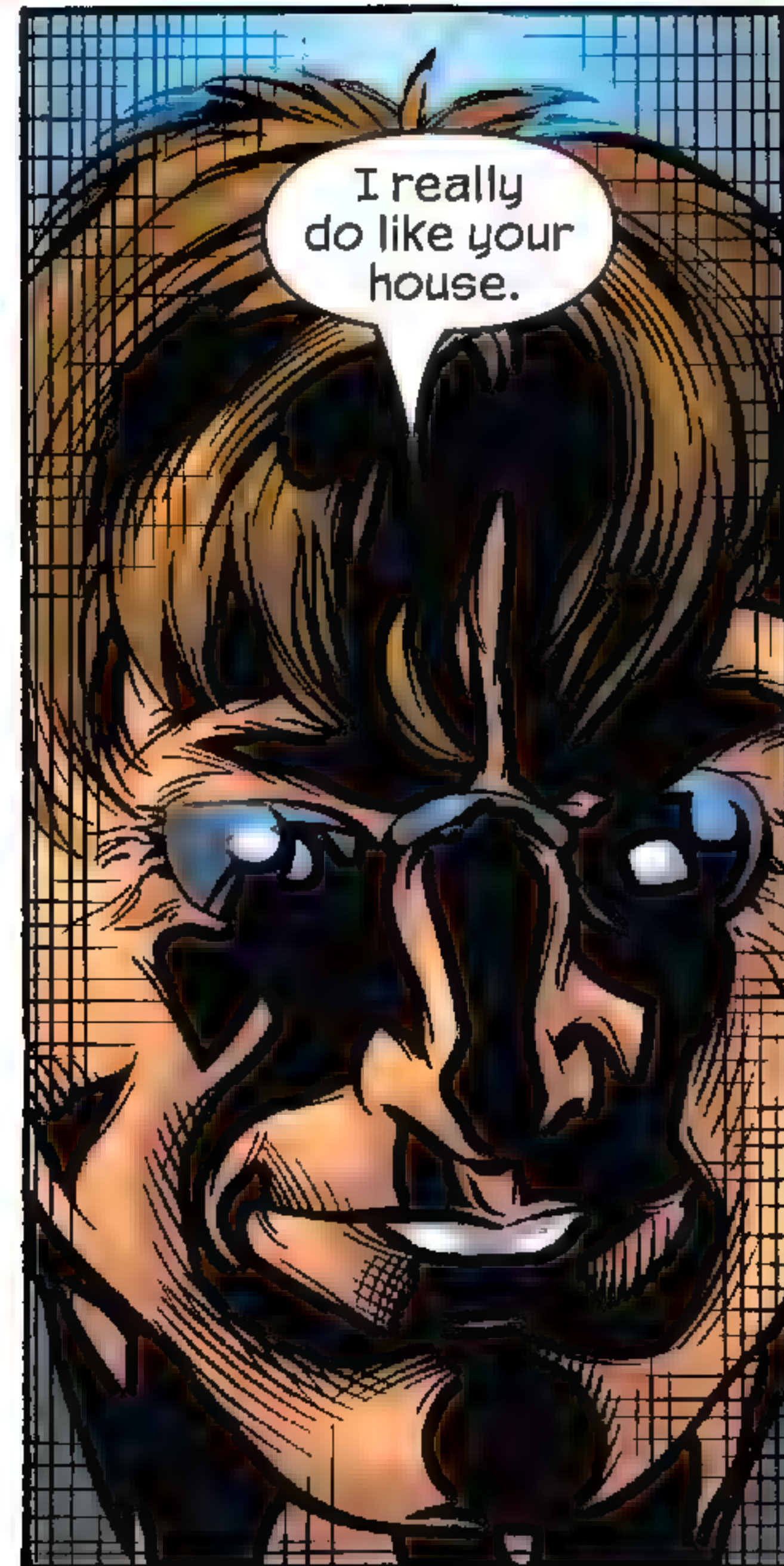
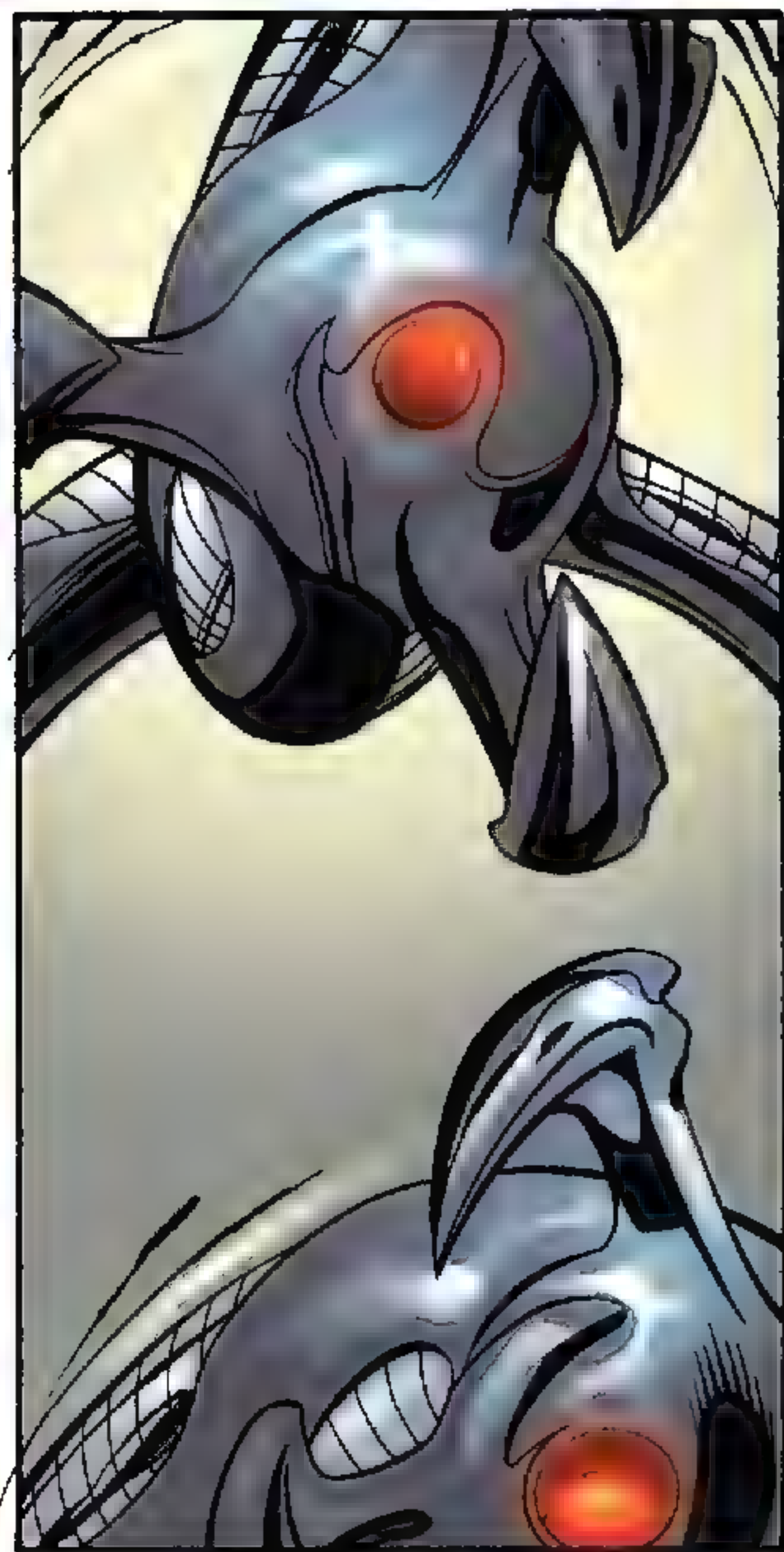
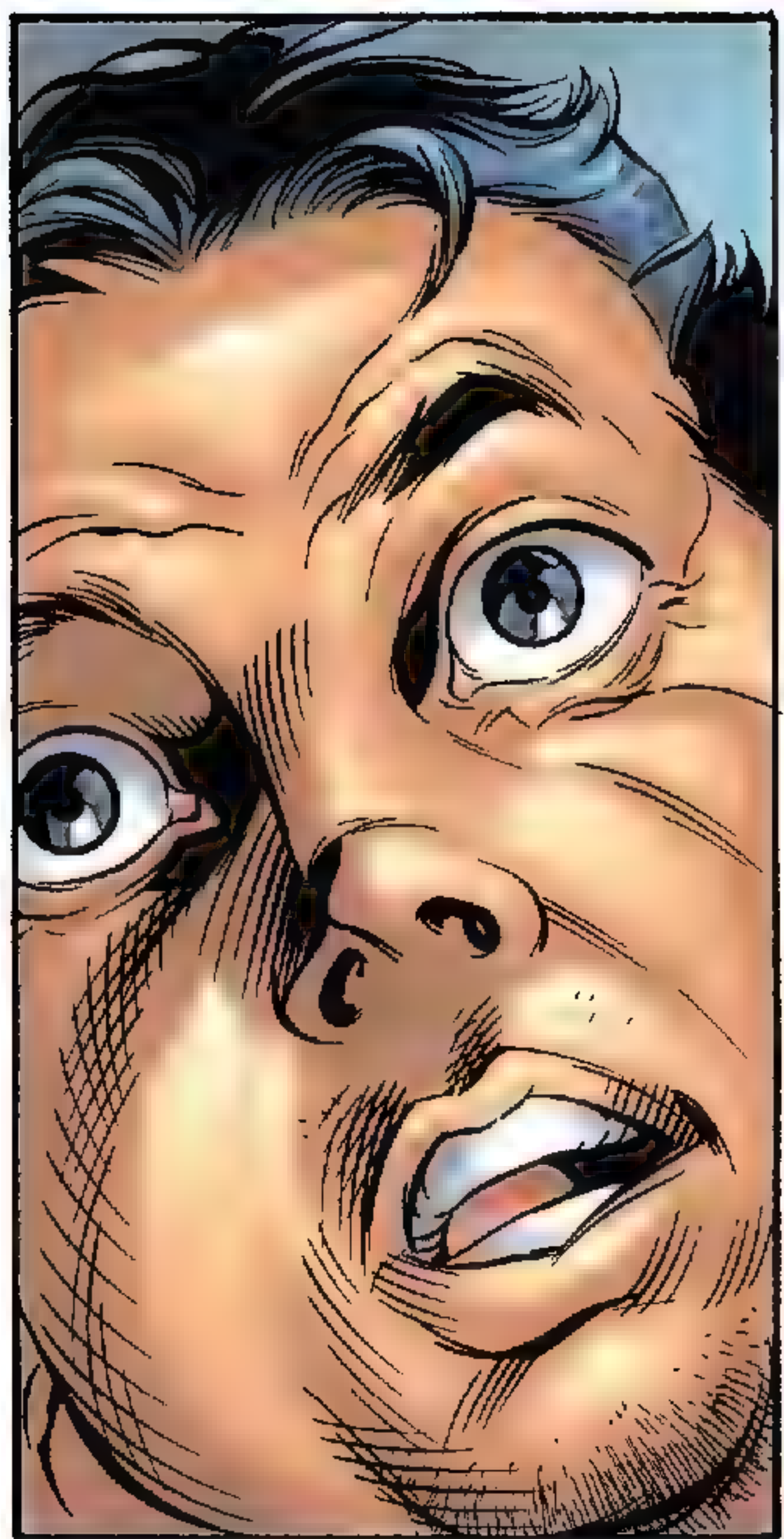
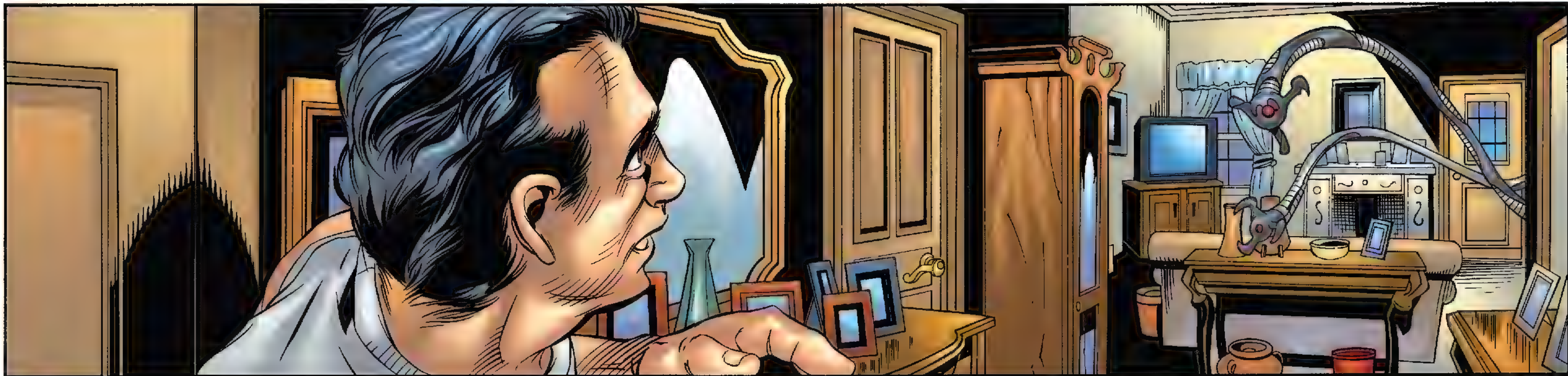
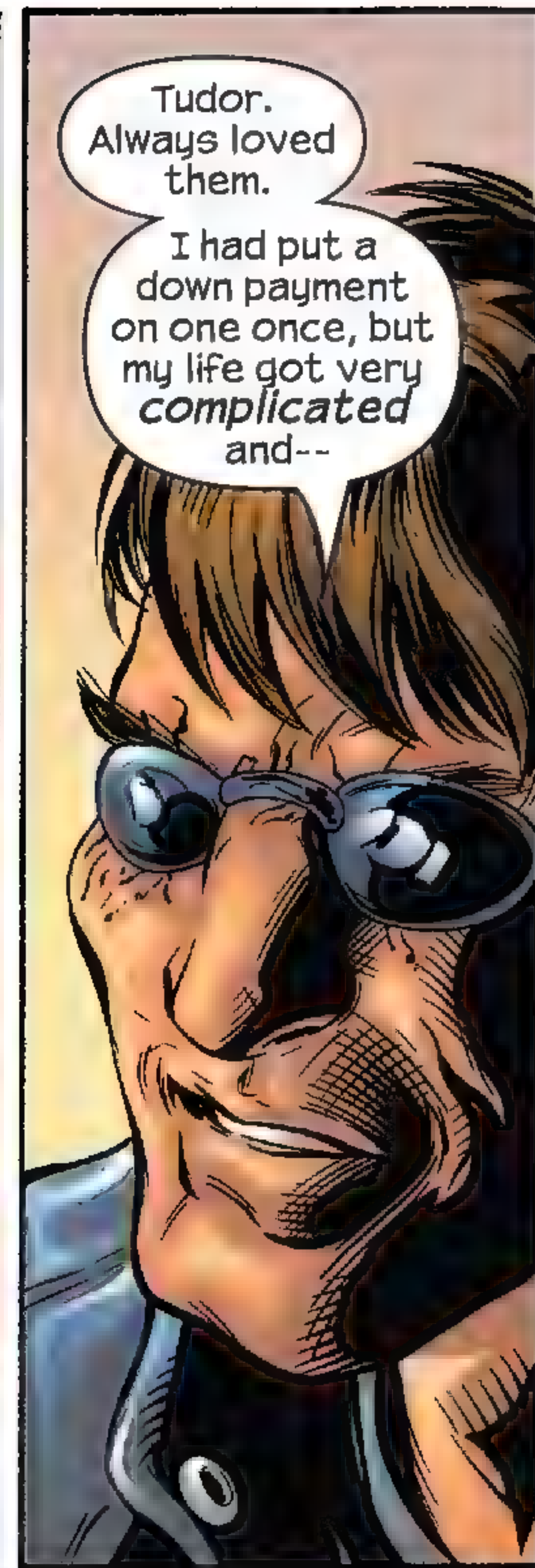
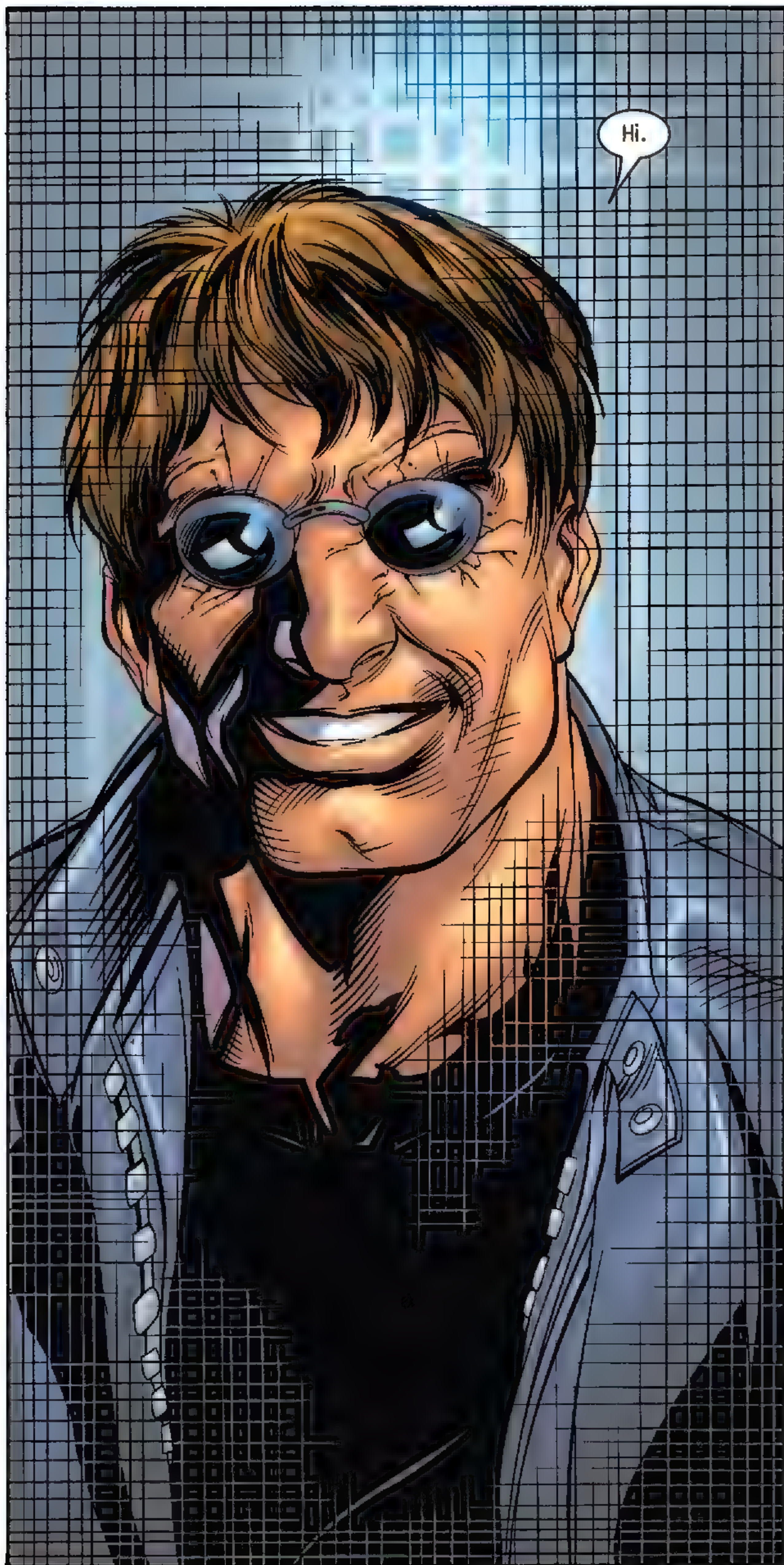


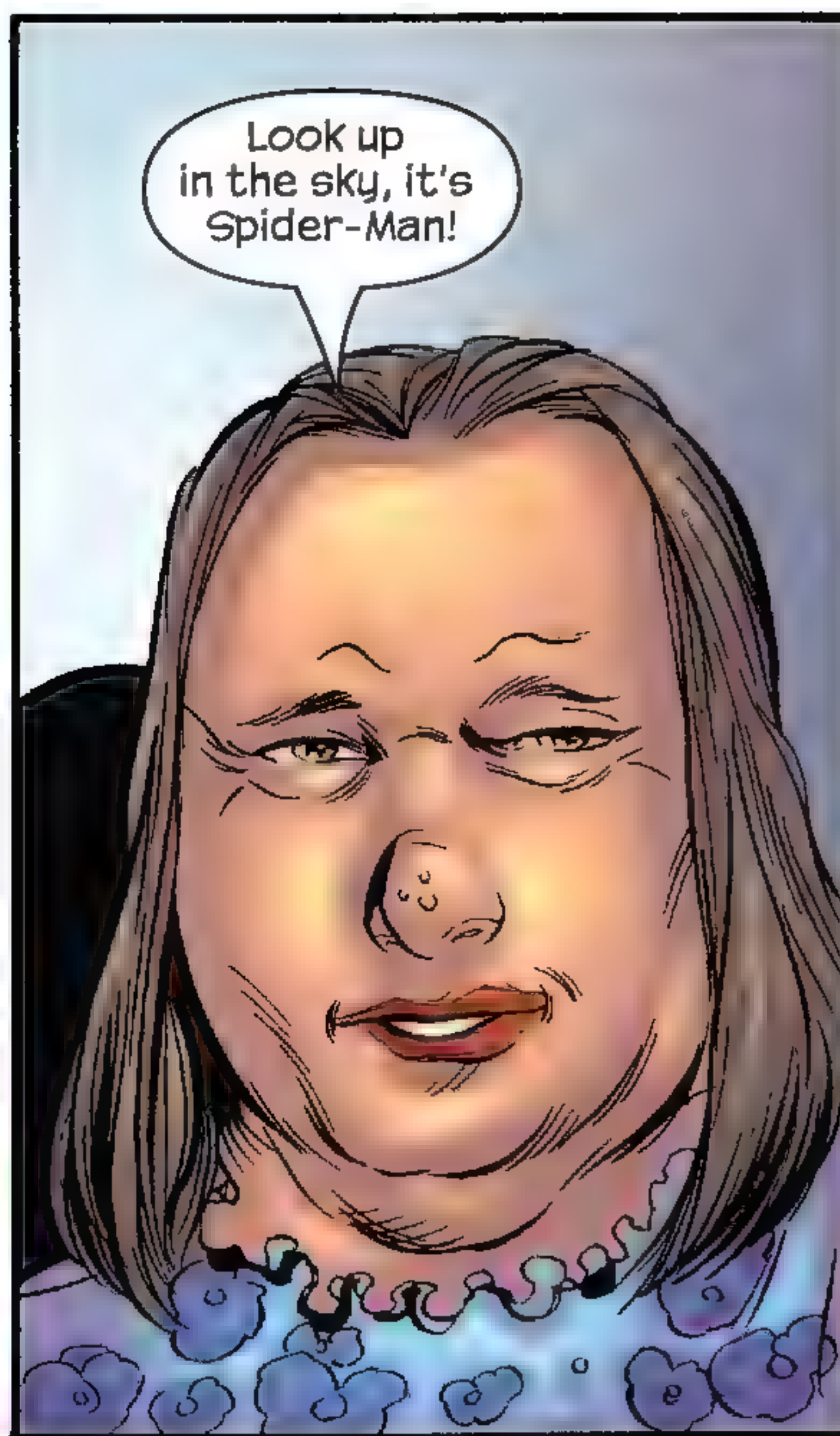
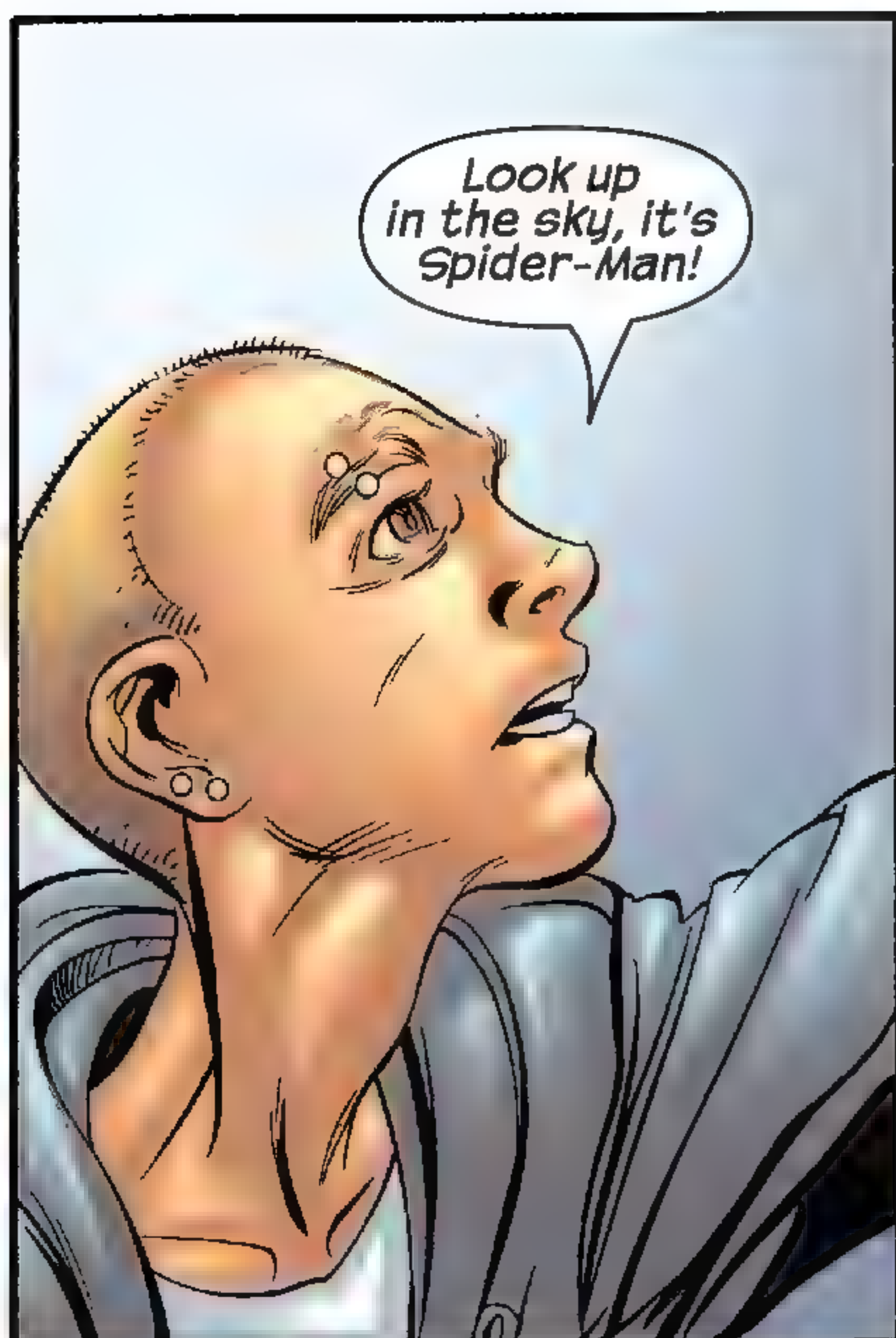


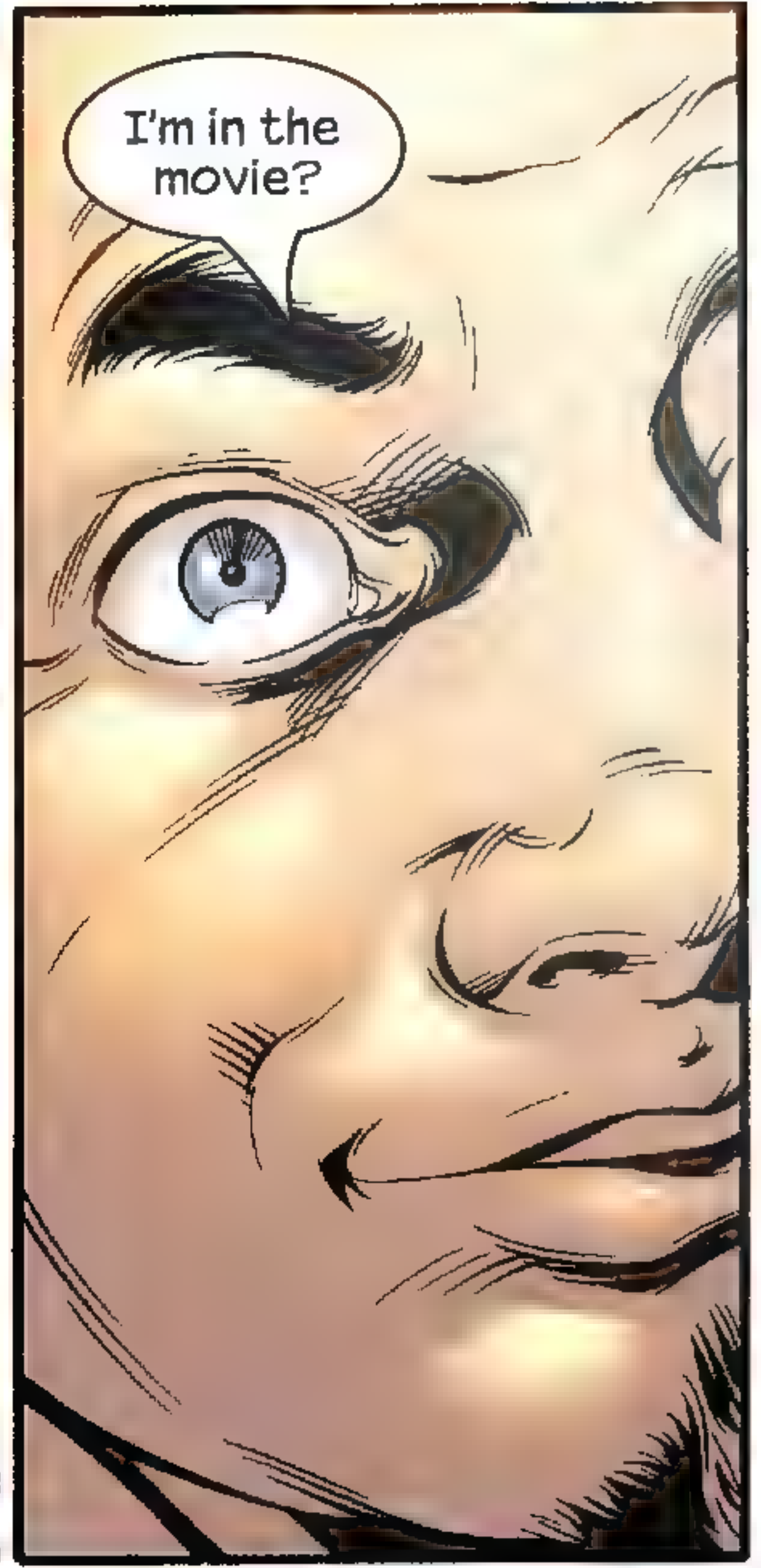
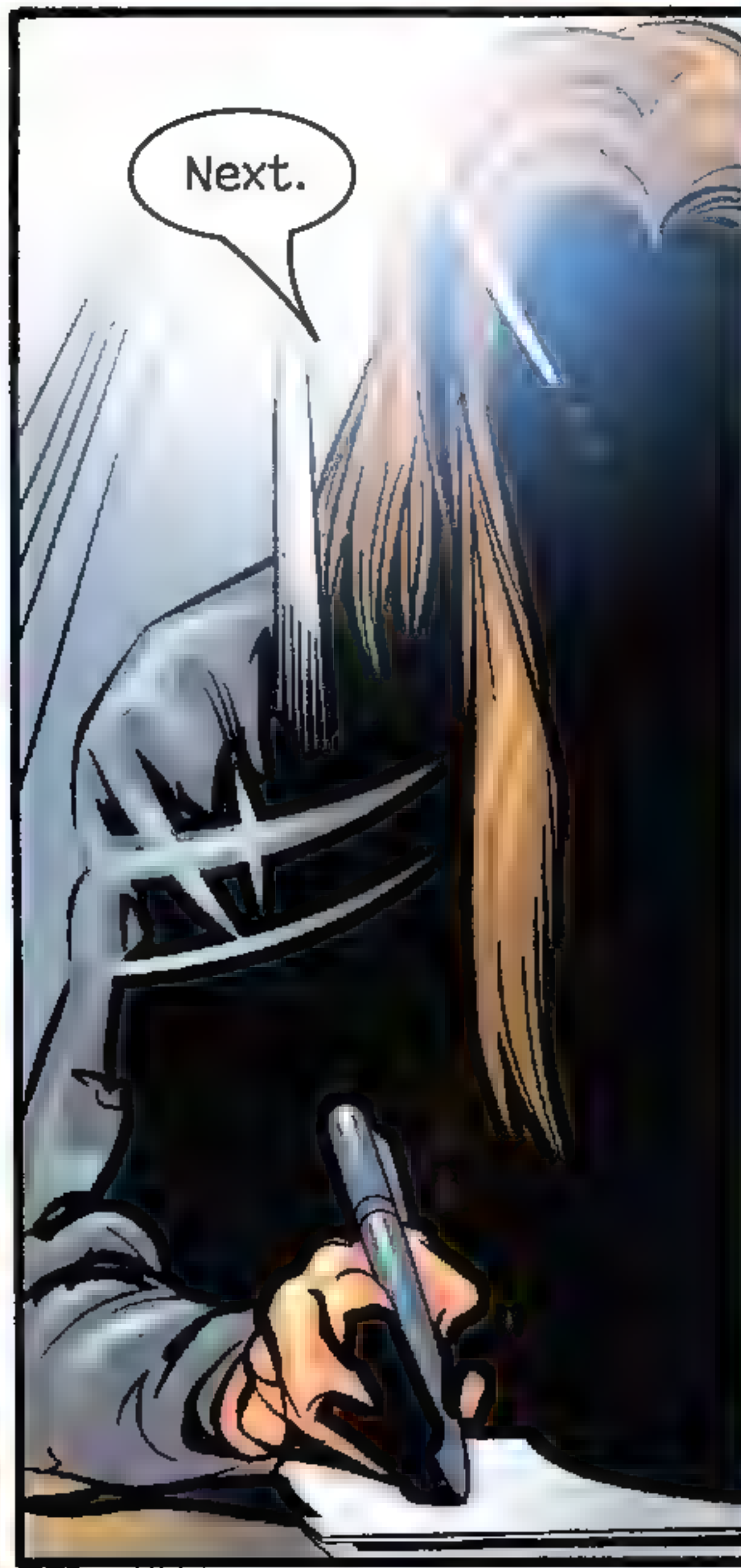
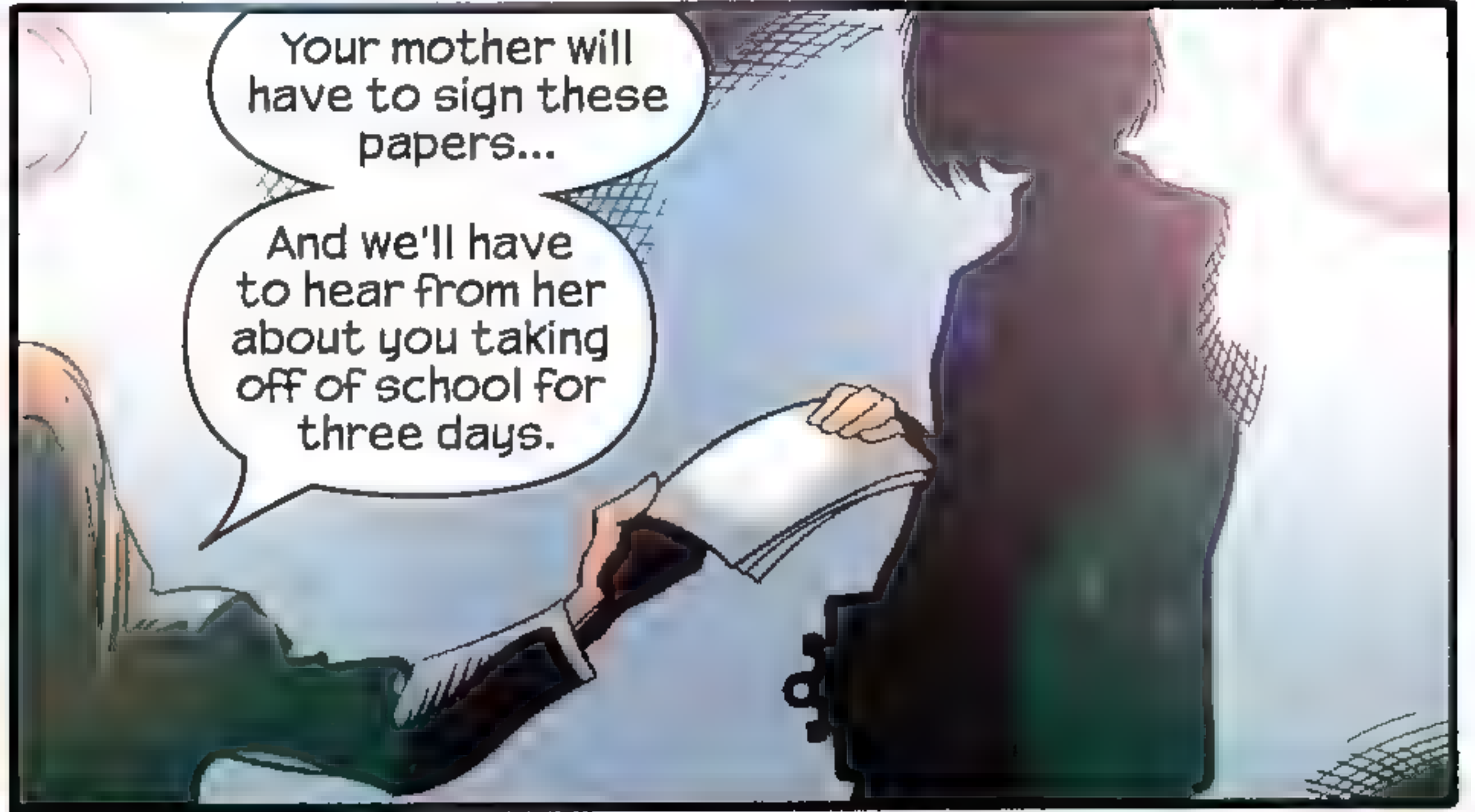
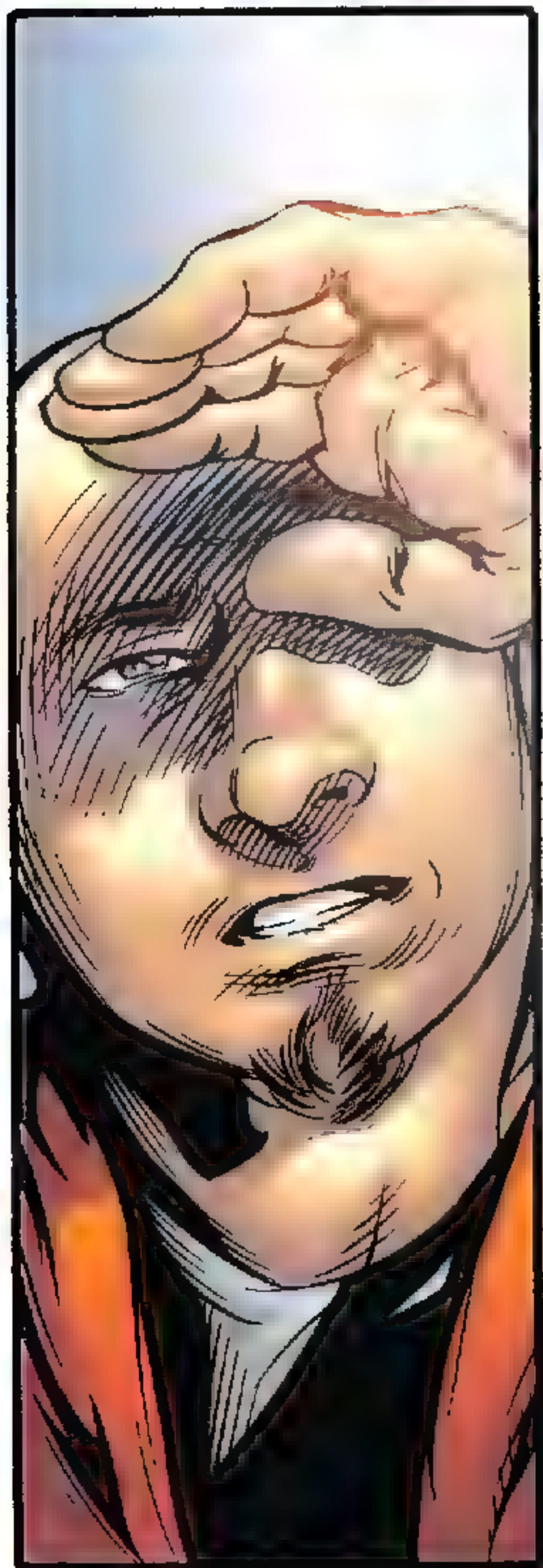
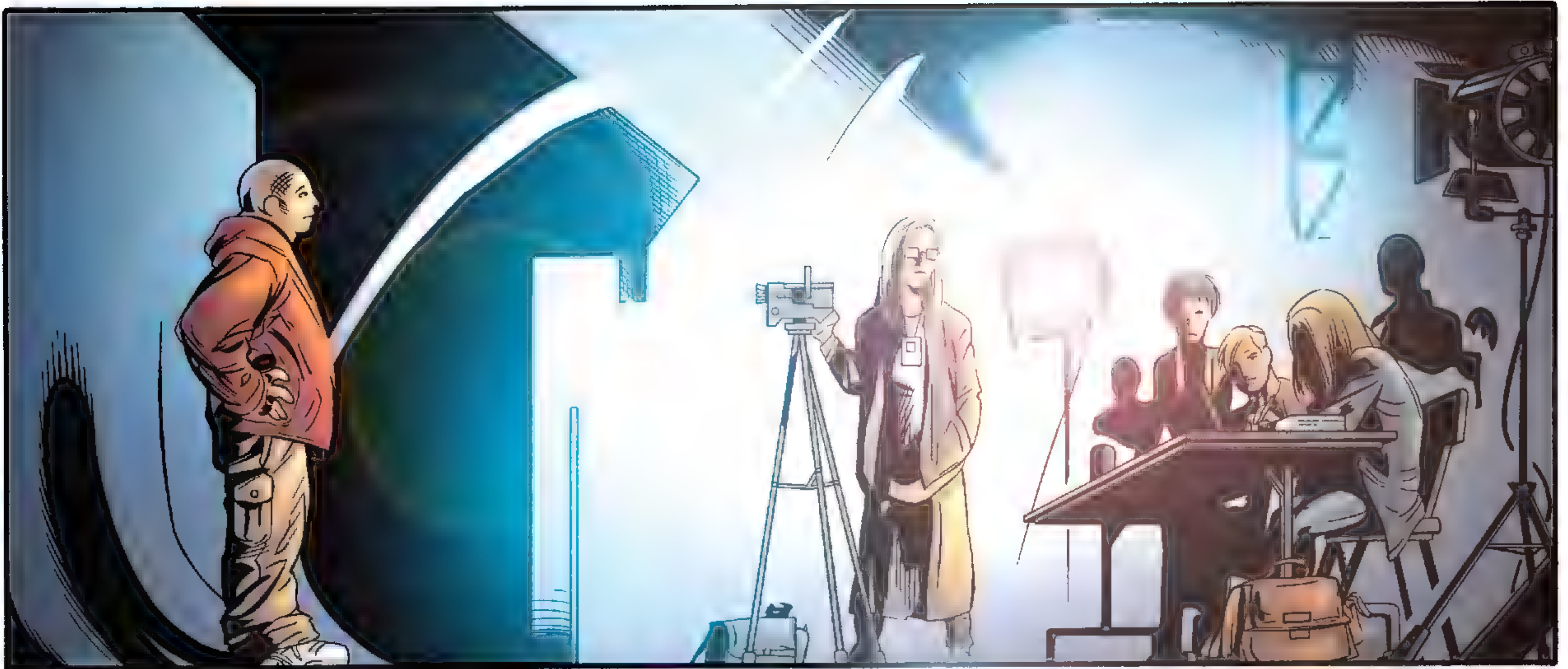
...for shaking me out of my funk.



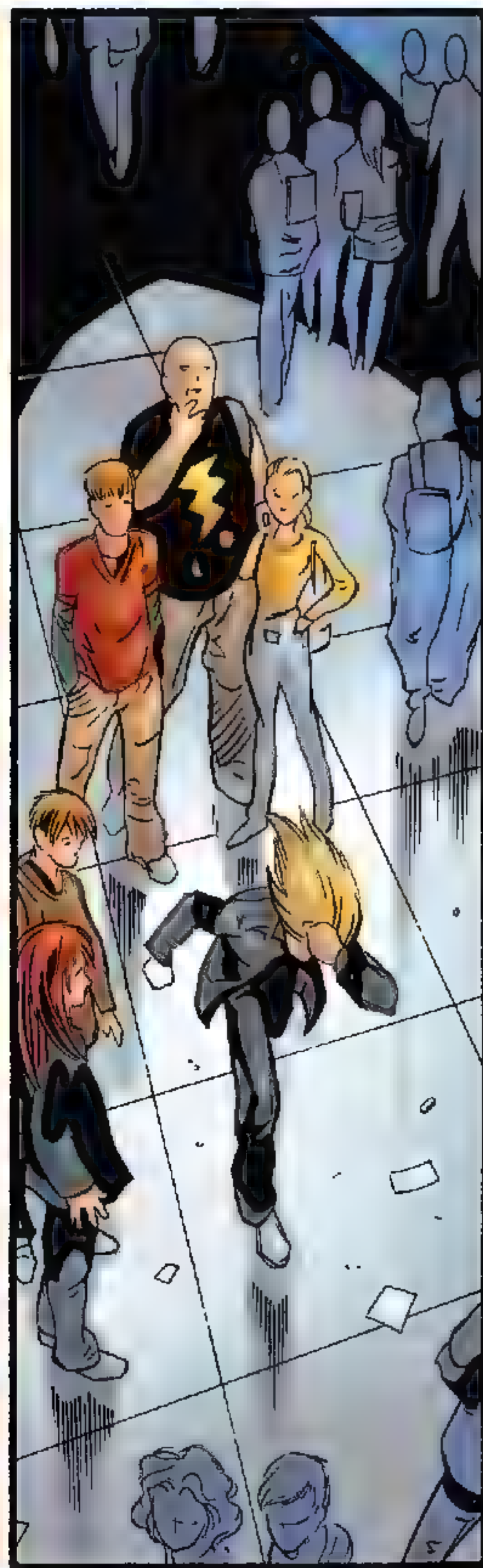
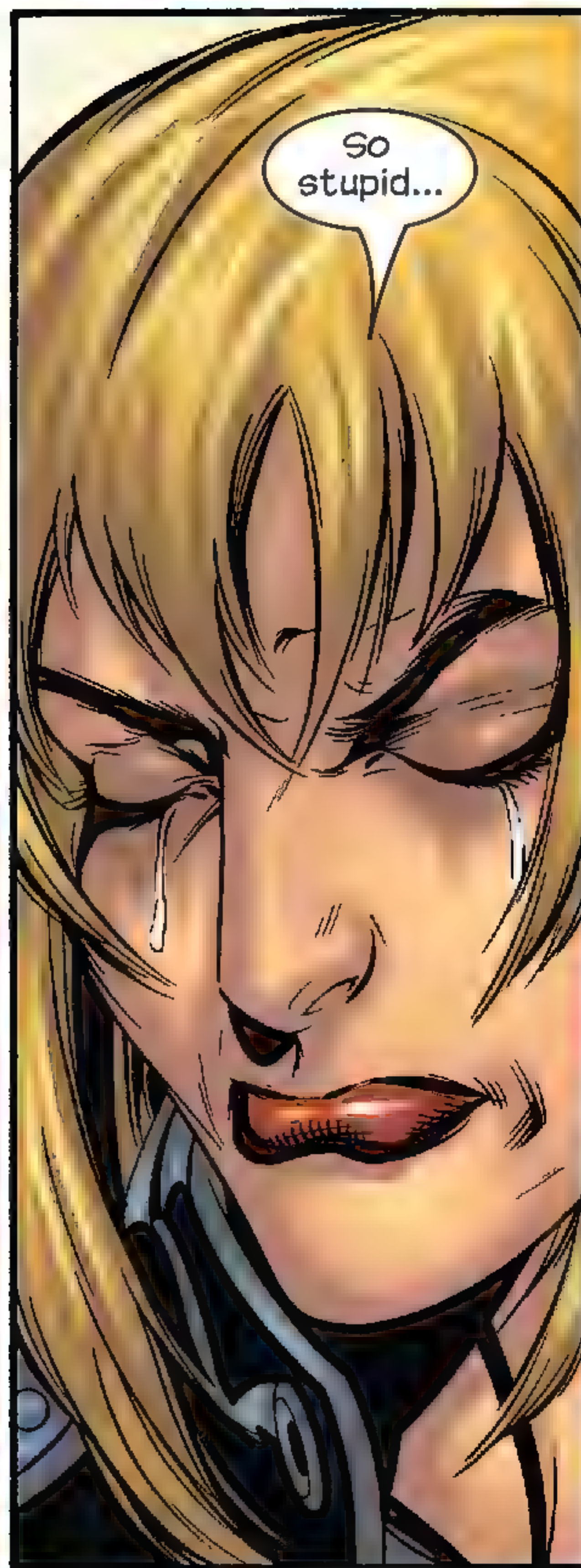
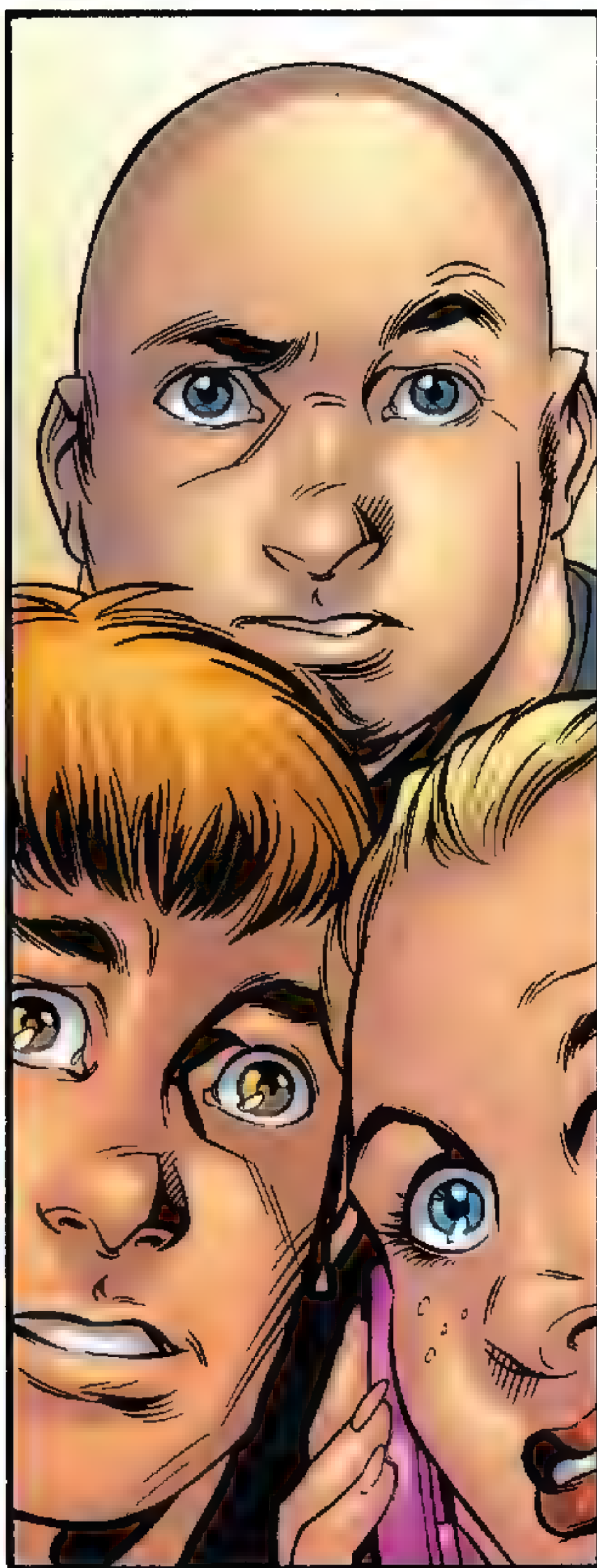
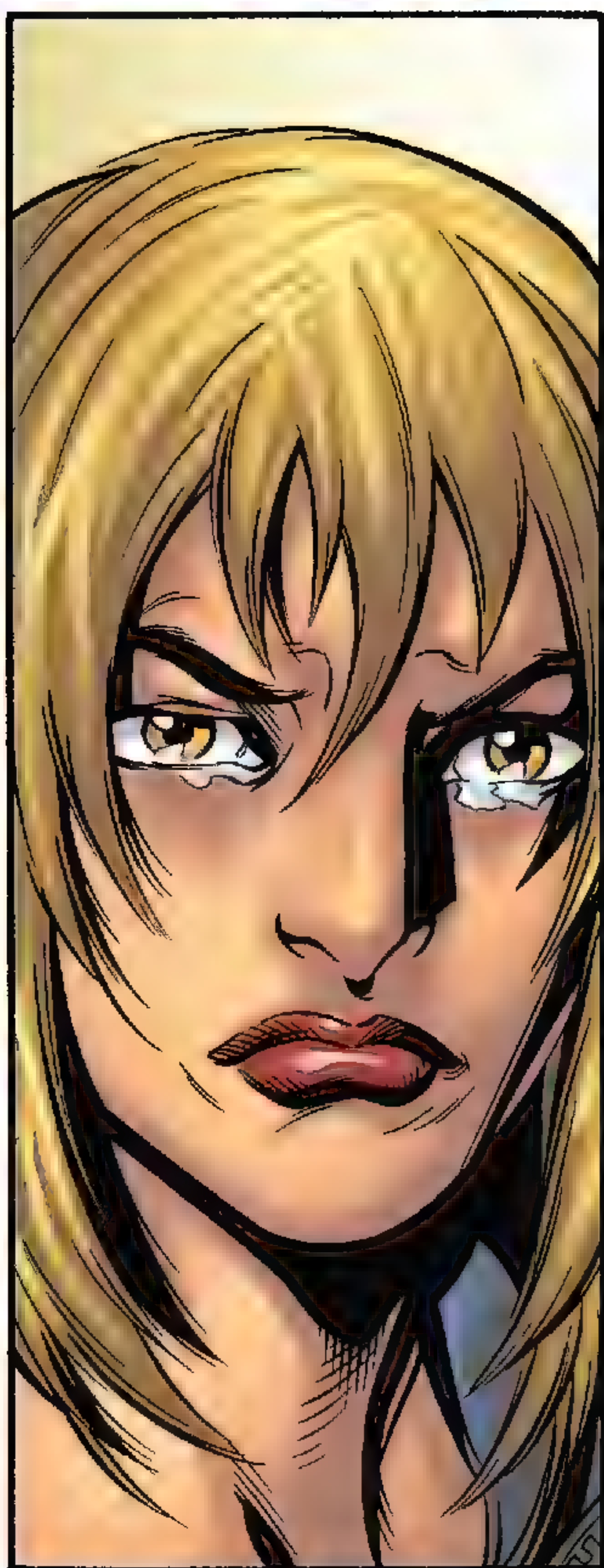














Gwen!

I don't need a talk, Peter!!

It just- I don't understand!

You know it wasn't Spider-Man who killed your dad, so why do you--



COME ON!!



It was--

Yeah, uh-huh, a guy *dressed* like him. Guy dressed like Spider-Man in a Spider-Man costume??



I don't want to go through this with you all the time!!

Listen, a guy dressed as Spider-Man, Spider-Man.

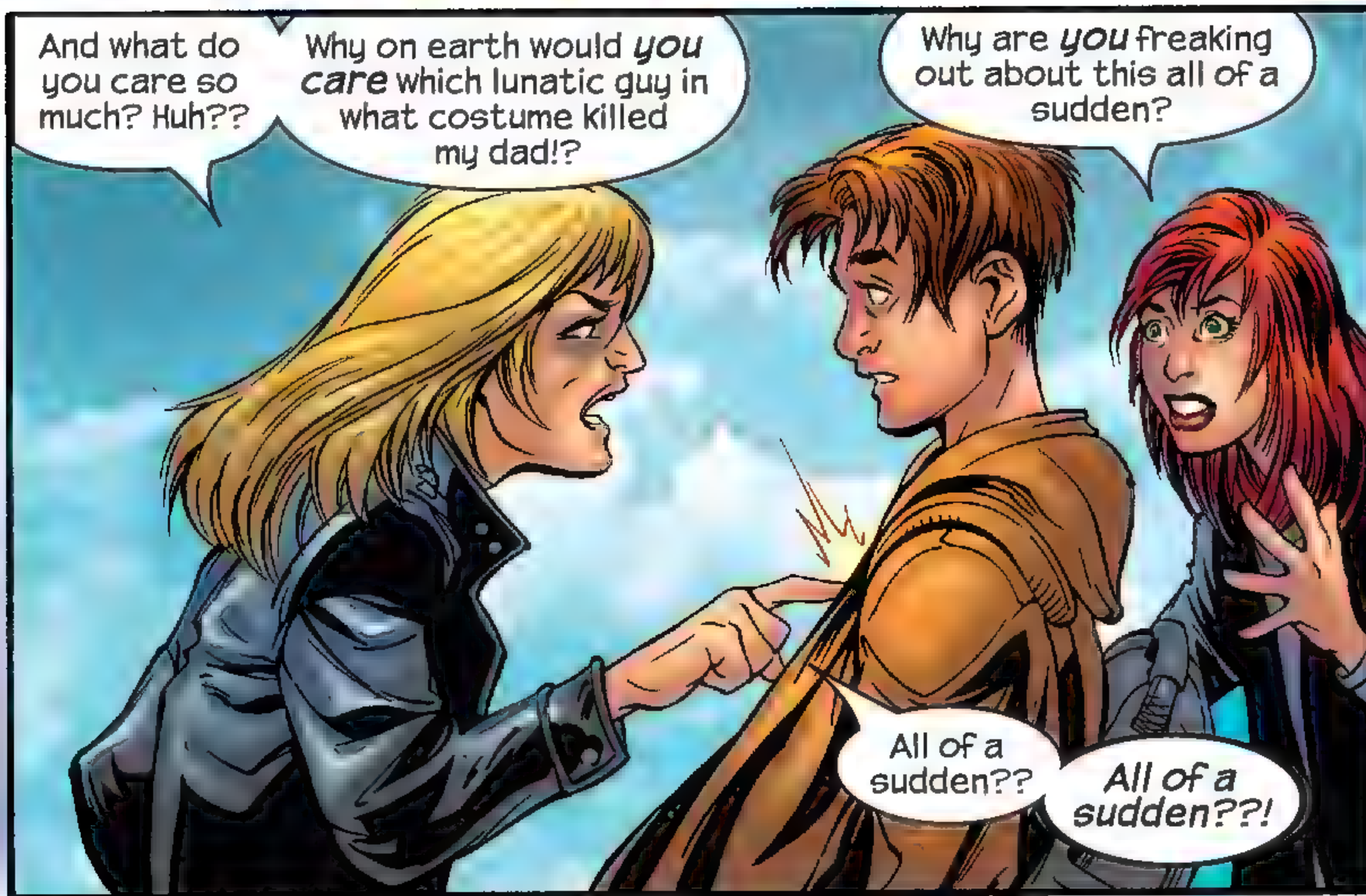
IT'S ALL SPIDER-MAN!!

A guy dressed as Spider-Man *killed* my dad!! So, okay...



But the guy who says he did it is, like, in jail and- and Spider-Man is still, what?

Out and about.



And what do you care so much? Huh??

Why on earth would *you* care which lunatic guy in what costume killed my dad!?

Why are *you* freaking out about this all of a sudden?

All of a sudden??

All of a sudden??!



This is all I think about twenty-four hours a day!!

ALL DAY!! EVERY DAY!

Some maniac in a costume killed my father!!

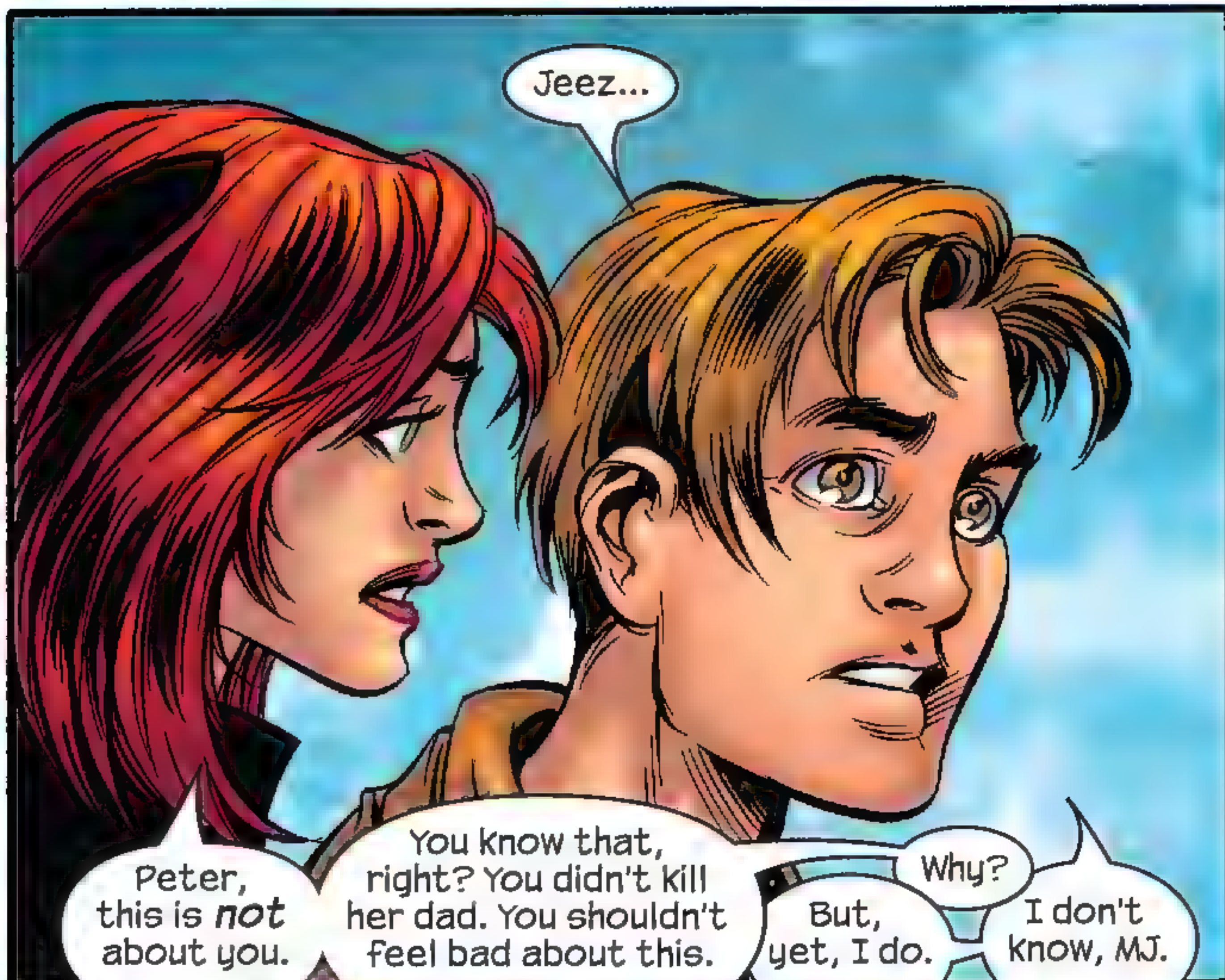
And now they're making a movie about him!!



YAY!! SPIDER-MAN!!

YAAYY!!

LET'S MAKE A BIG HERO OUT OF HIM AND MAKE A MOVIE... AND DOLLS... AND YIPPEE YAY!!



Jeez...

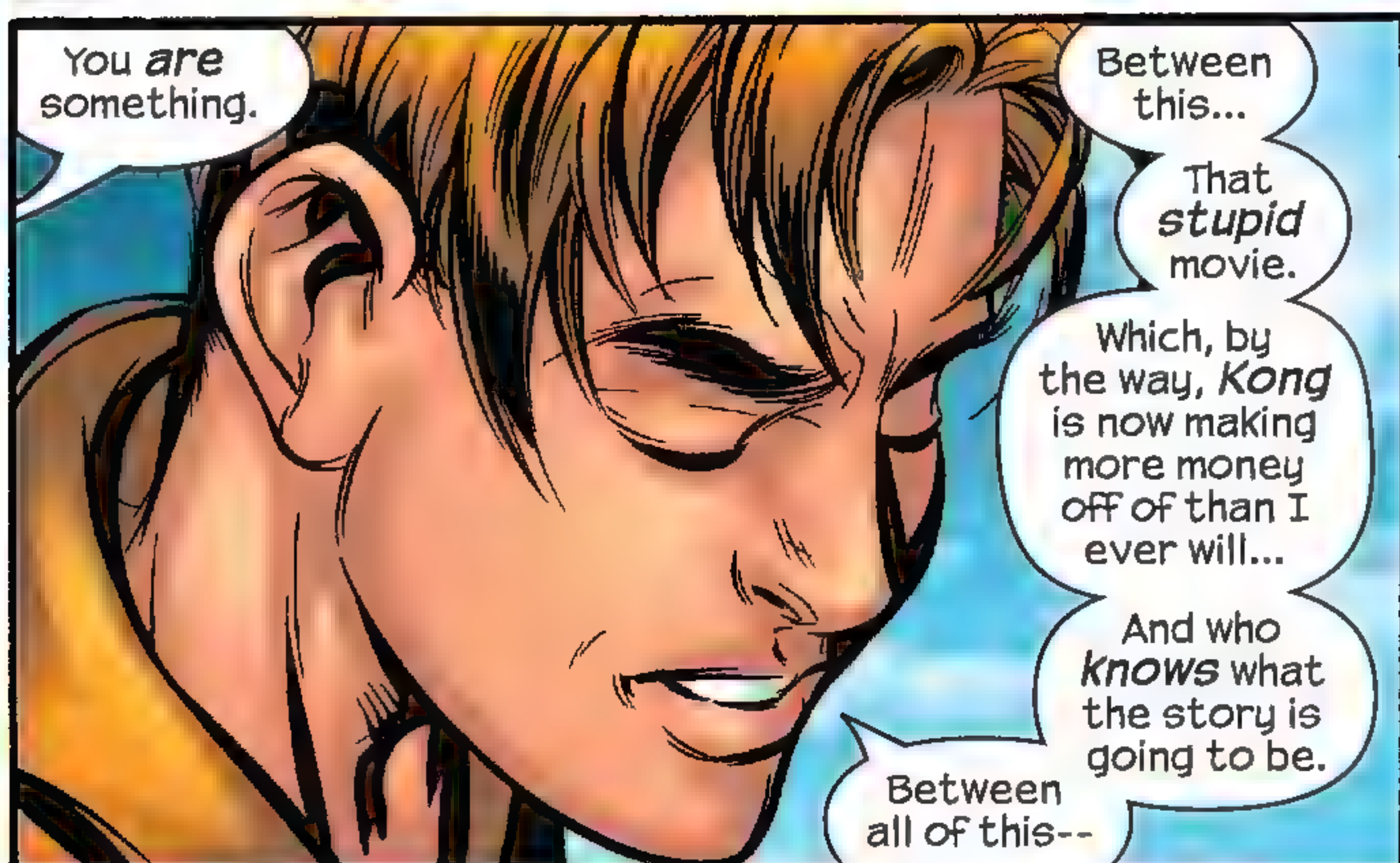
Peter, this is *not* about you.

You know that, right? You didn't kill her dad. You shouldn't feel bad about this.

Why?

But, yet, I do.

I don't know, MJ.



You *are* something.

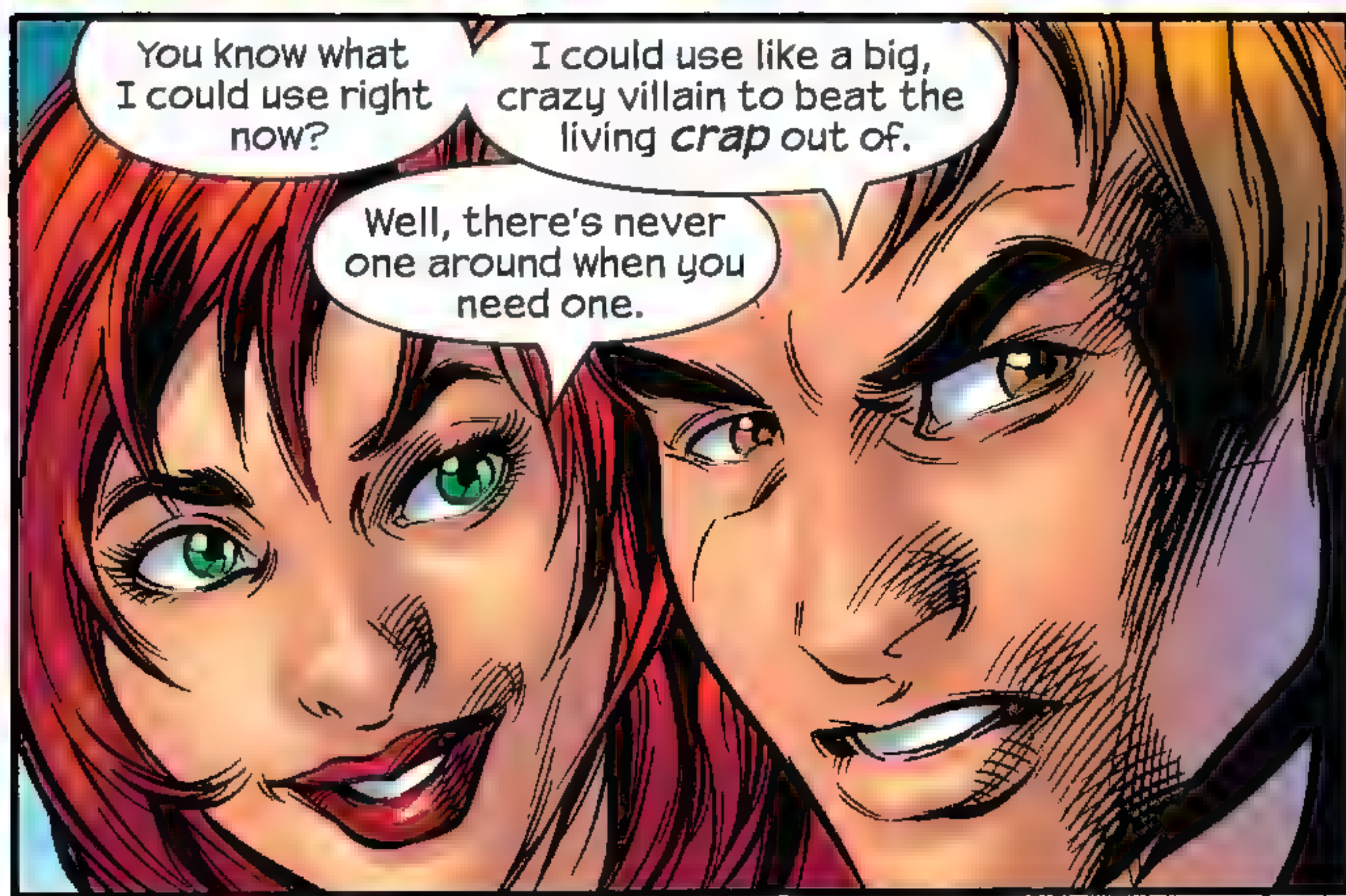
Between this...

That *stupid* movie.

Which, by the way, *Kong* is now making more money off of than I ever will...

And who *knows* what the story is going to be.

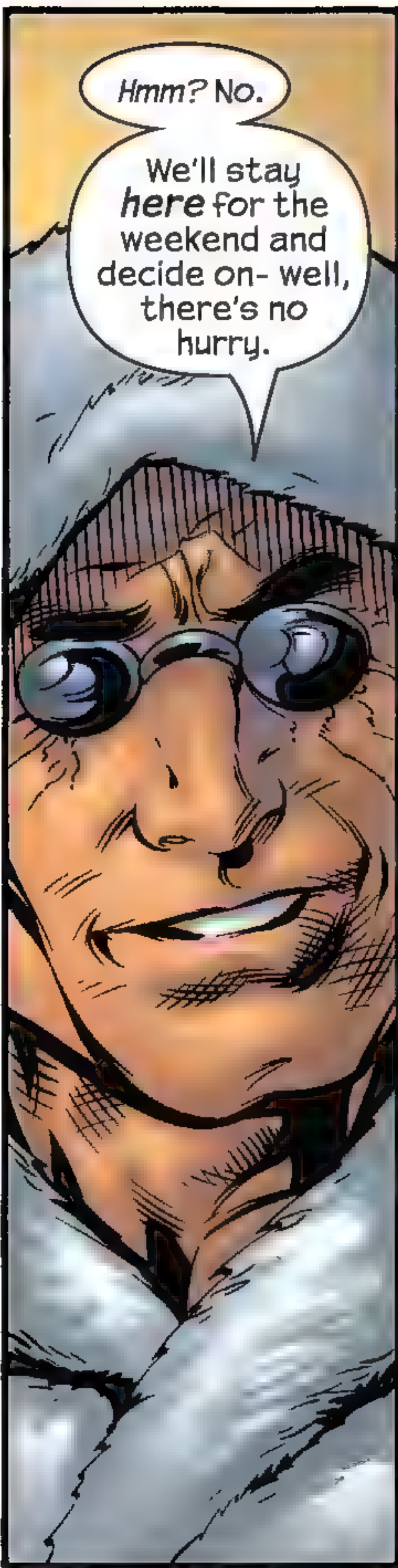
Between all of this--



You know what I could use right now?

I could use like a big, crazy villain to beat the living *crap* out of.

Well, there's never one around when you need one.



Hmm? No.

We'll stay *here* for the weekend and decide on- well, there's no hurry.



Hmm?
Hahahah-
you're a funny
one, you.

No.
No, we'll
stay--



Parker?
No.

No. We're not
going anywhere
near Peter
Parker.

That's the
first place the
authorities will
be looking for
us.



Actually, the first
place they will be
looking for us is at
the residence of
my witch of an
ex-wife...

...who sold
us out on so
many levels...

That's the
first place they
will look.



The *second*
place will be
Peter Parker.

They know we
know Peter Parker
is Spider-Man and
they know about our
strong *feelings*
towards him.

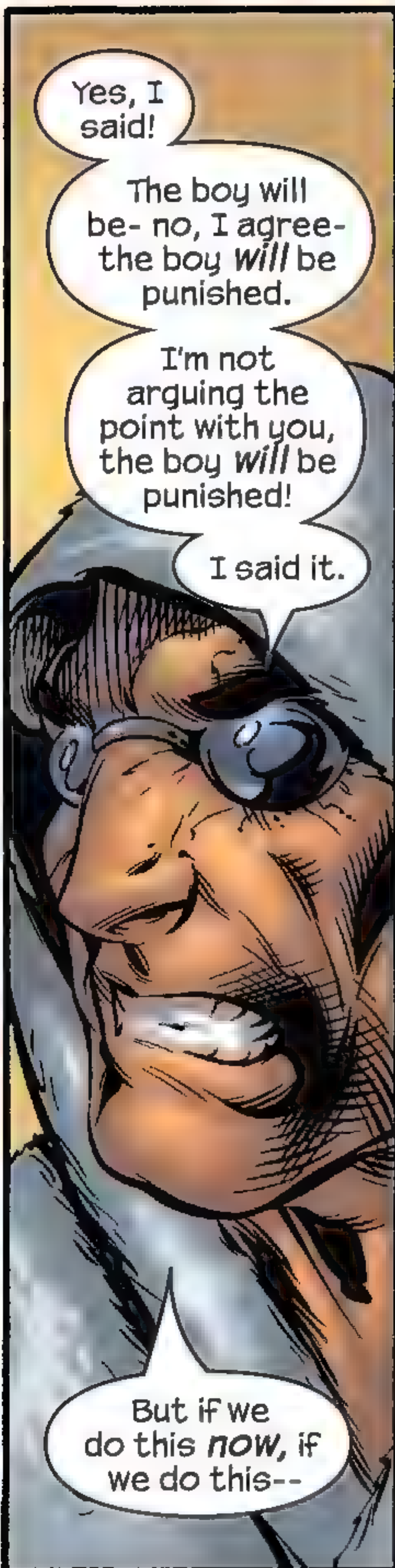
The *damage*
he has done to
me and my peace
of mind.



They most certainly
have staked out his
home and school.

So, no, we
won't be going
anywhere *near*
him.

Yet.



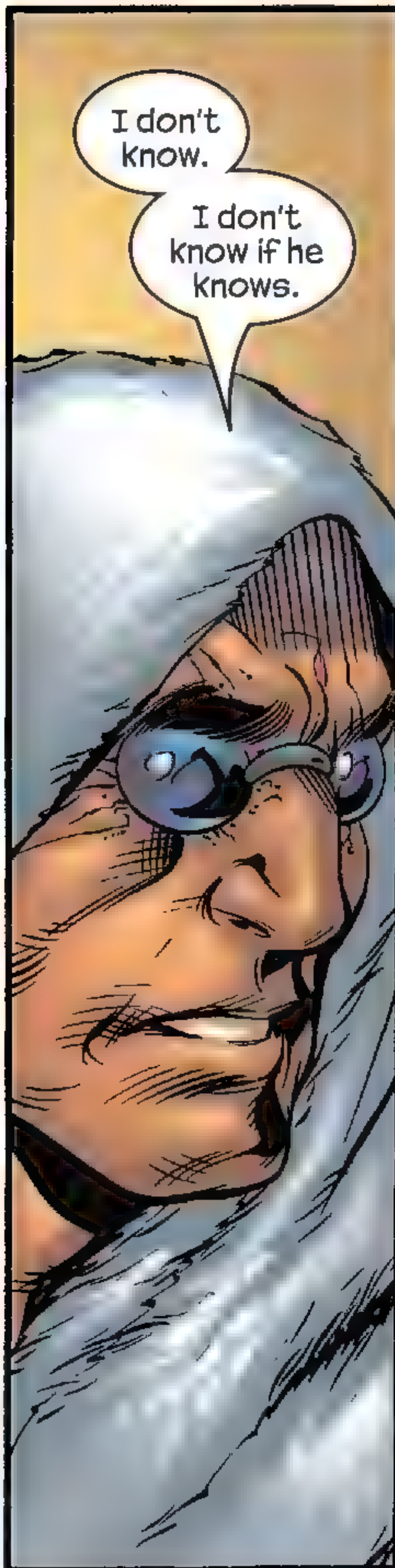
Yes, I
said!

The boy will
be- no, I agree-
the boy *will* be
punished.

I'm not
arguing the
point with you,
the boy *will* be
punished!

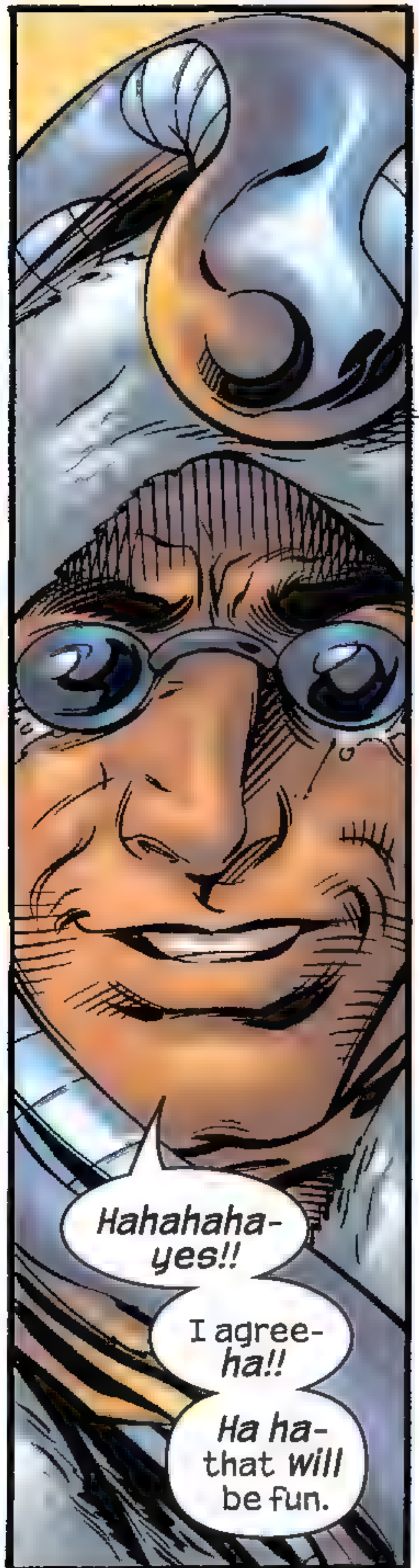
I said it.

But if we
do this *now*, if
we do this--



I don't
know.

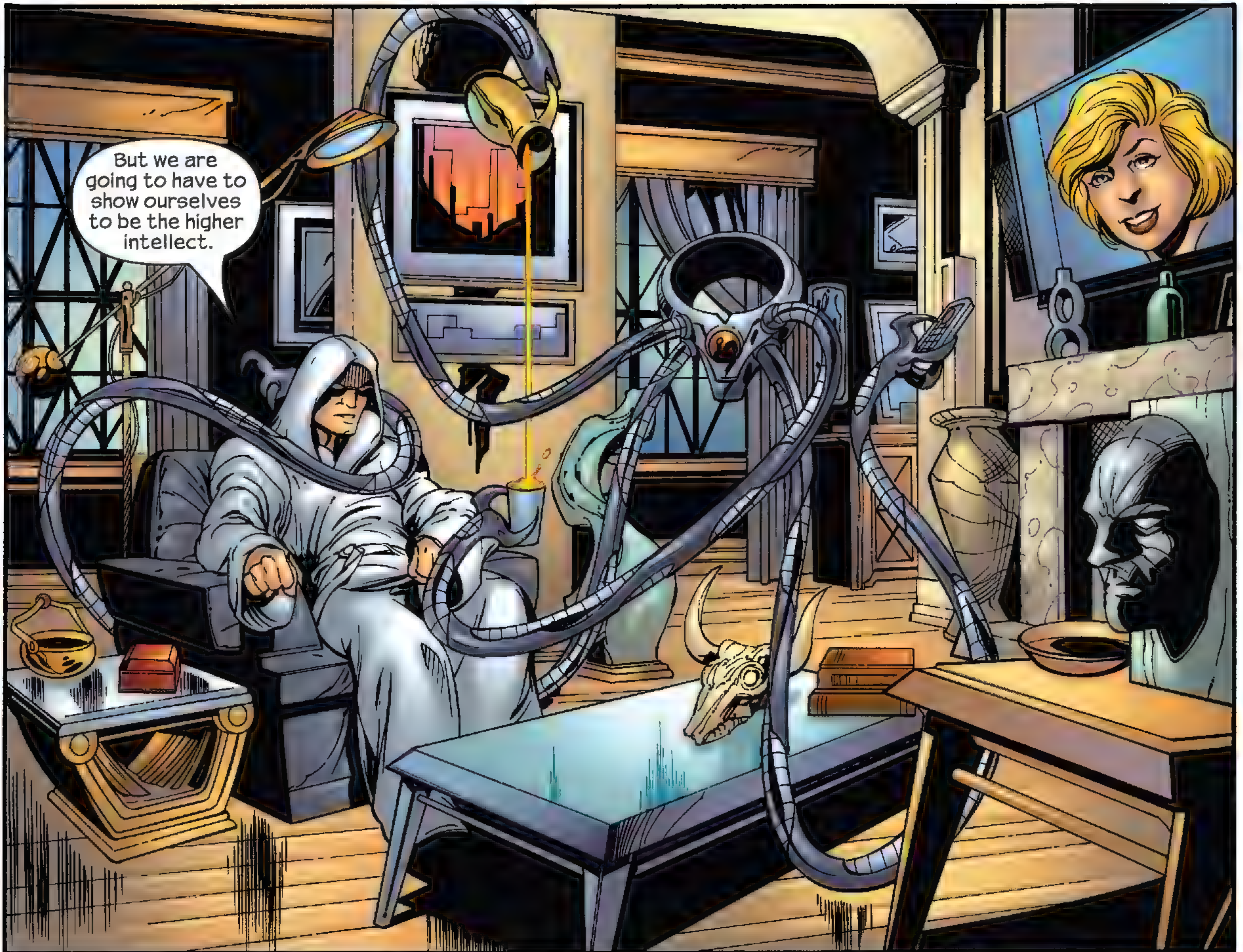
I don't
know if he
knows.



Hahahaha-
yes!!

I agree-
ha!!

Ha ha-
that *will*
be fun.

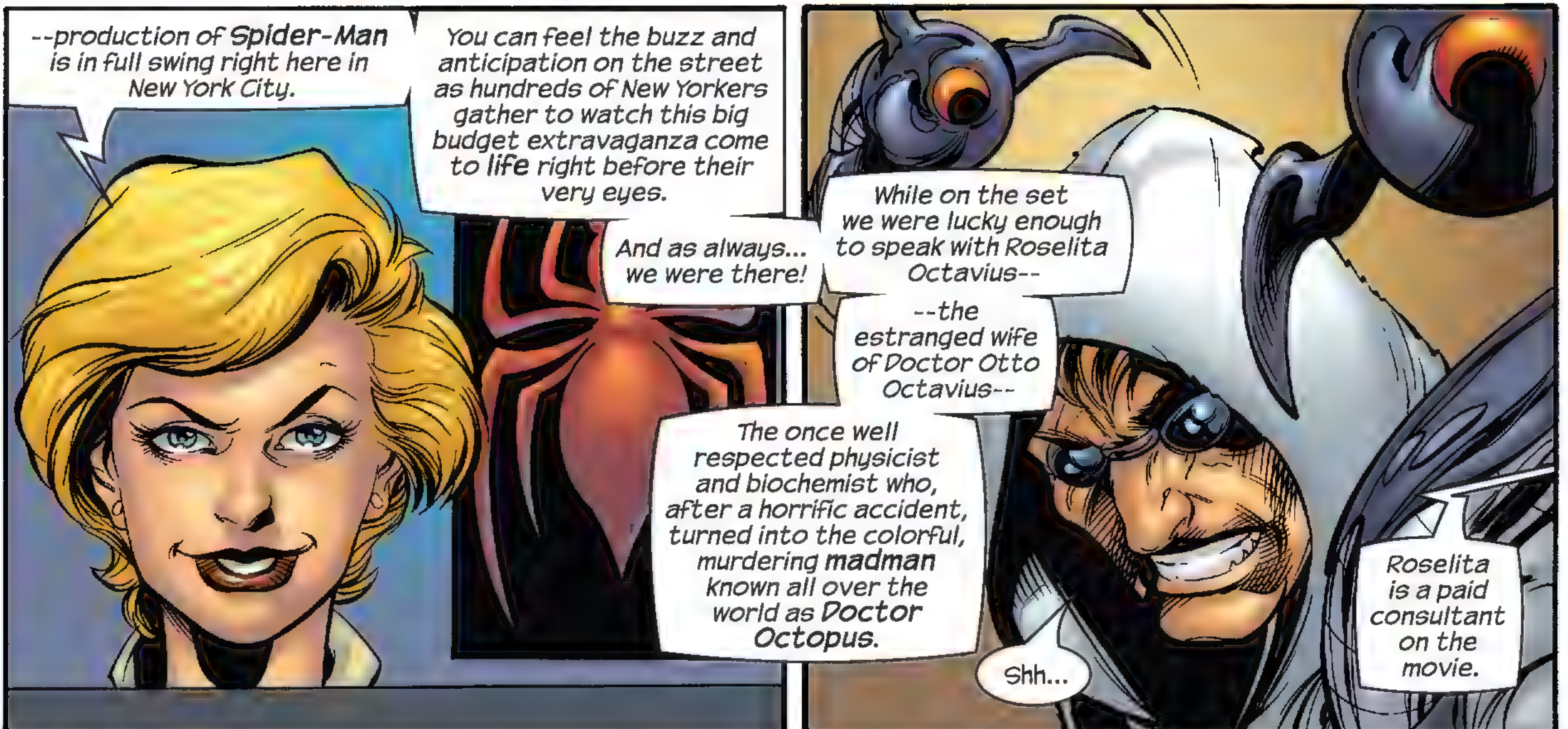


But we are going to have to show ourselves to be the higher intellect.



We are going to have to--

What?



--production of *Spider-Man* is in full swing right here in New York City.

You can feel the buzz and anticipation on the street as hundreds of New Yorkers gather to watch this big budget extravaganza come to life right before their very eyes.

And as always... we were there!

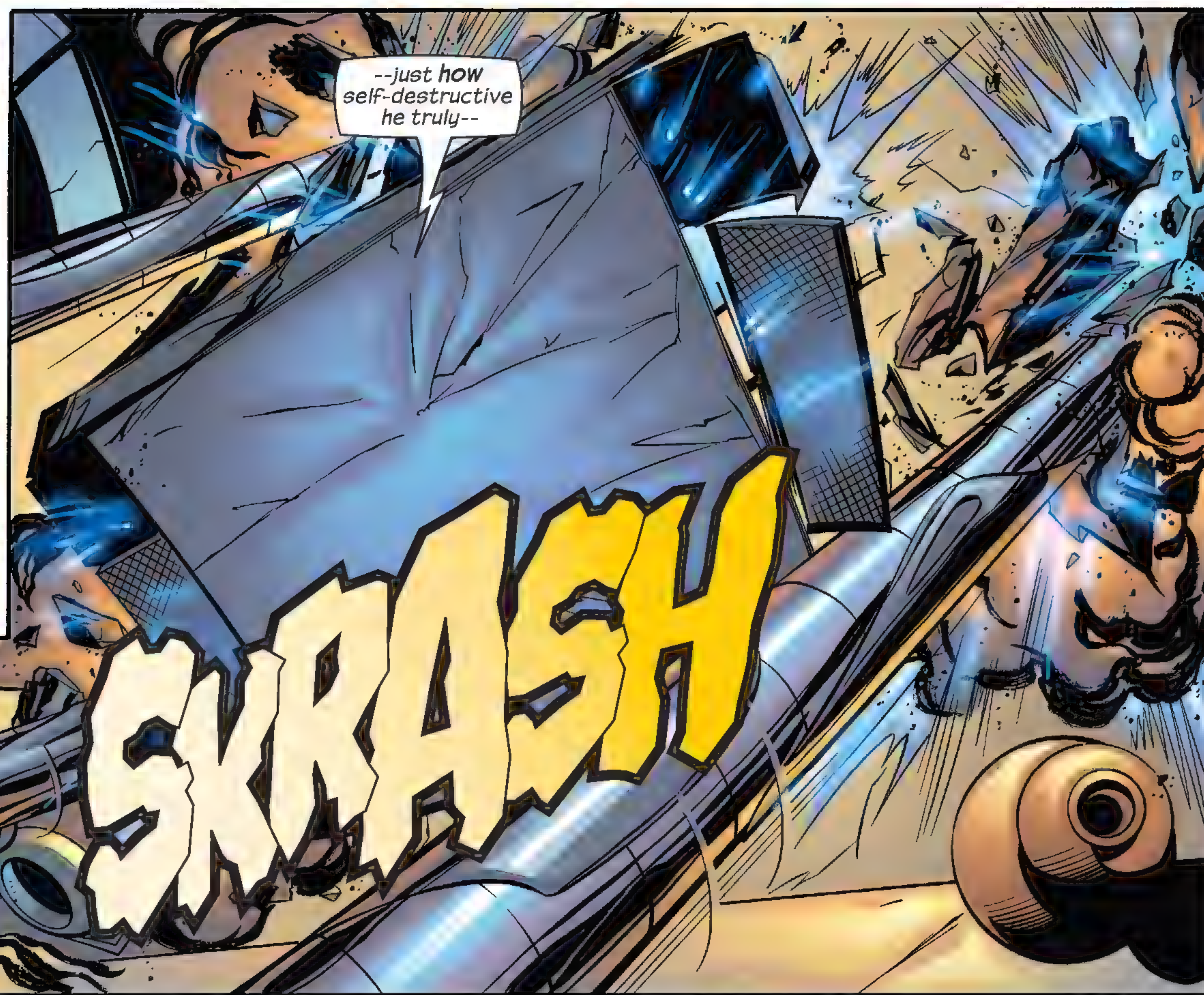
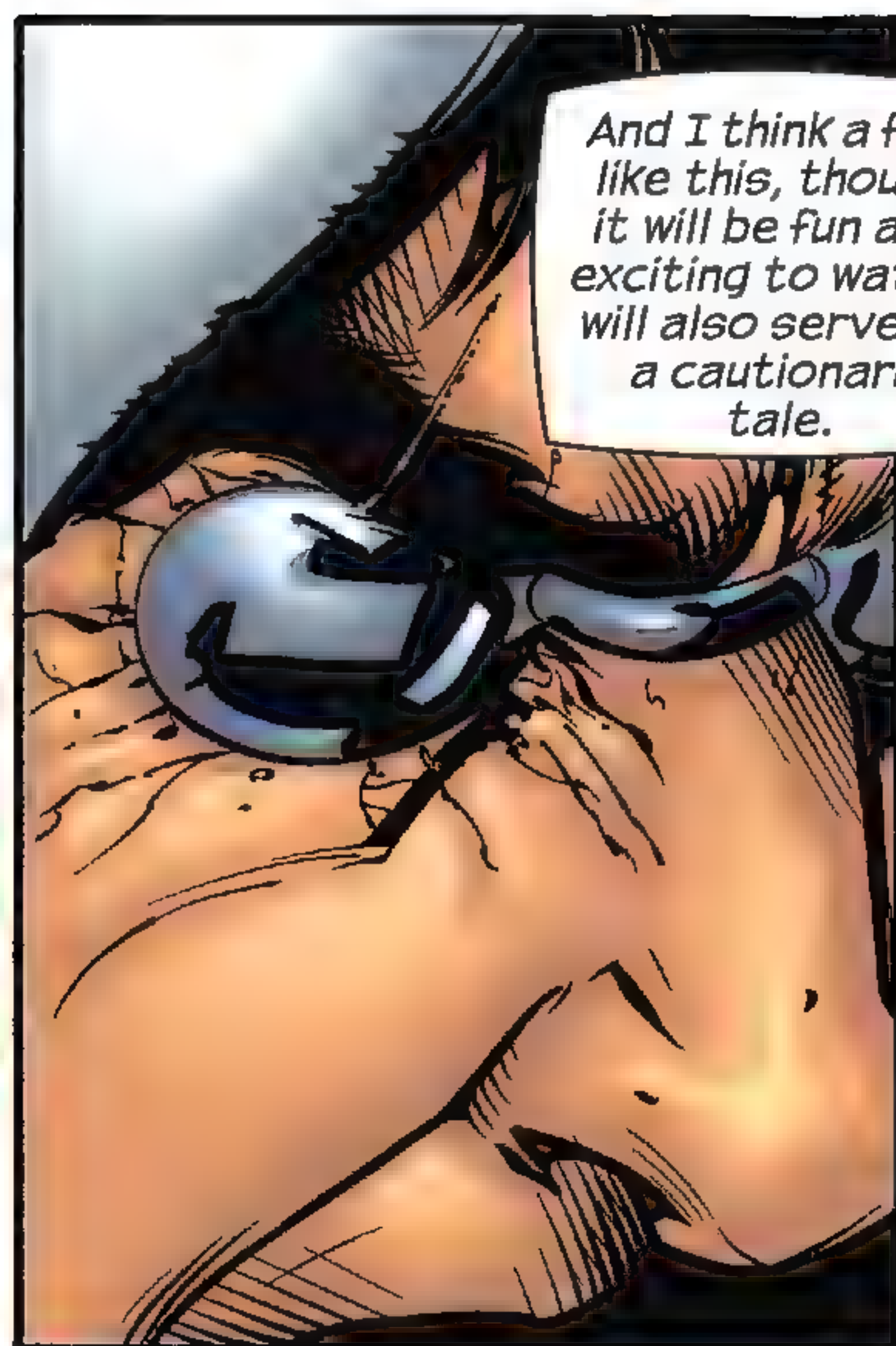
While on the set we were lucky enough to speak with Rosalita Octavius--

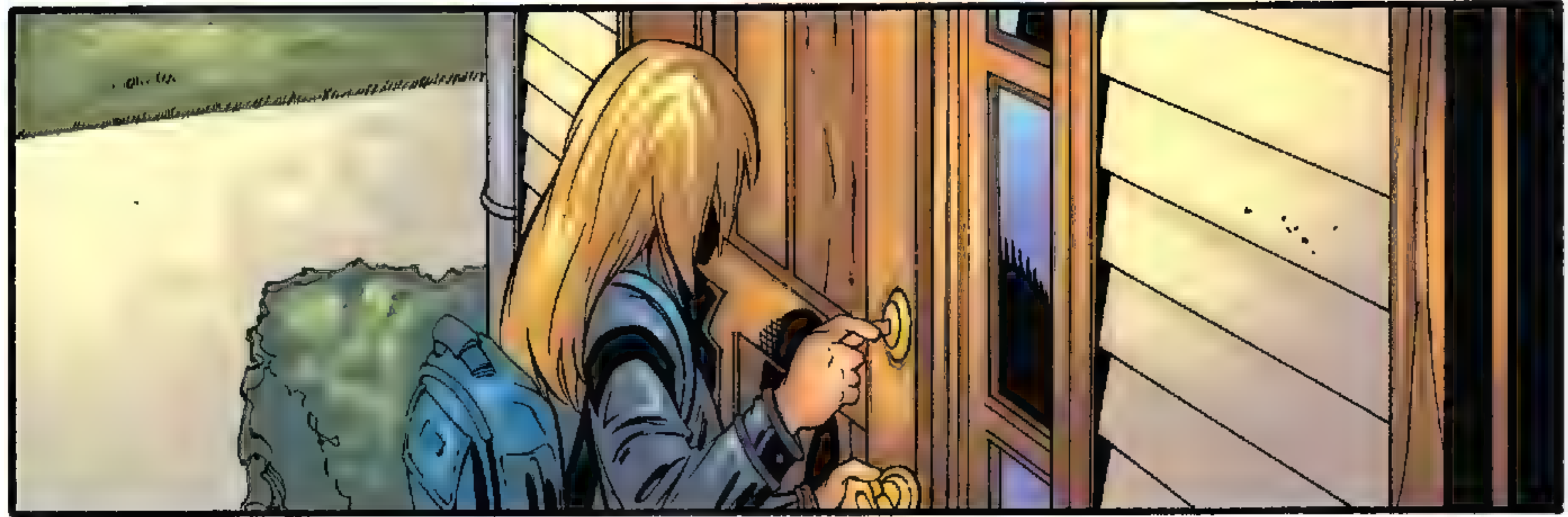
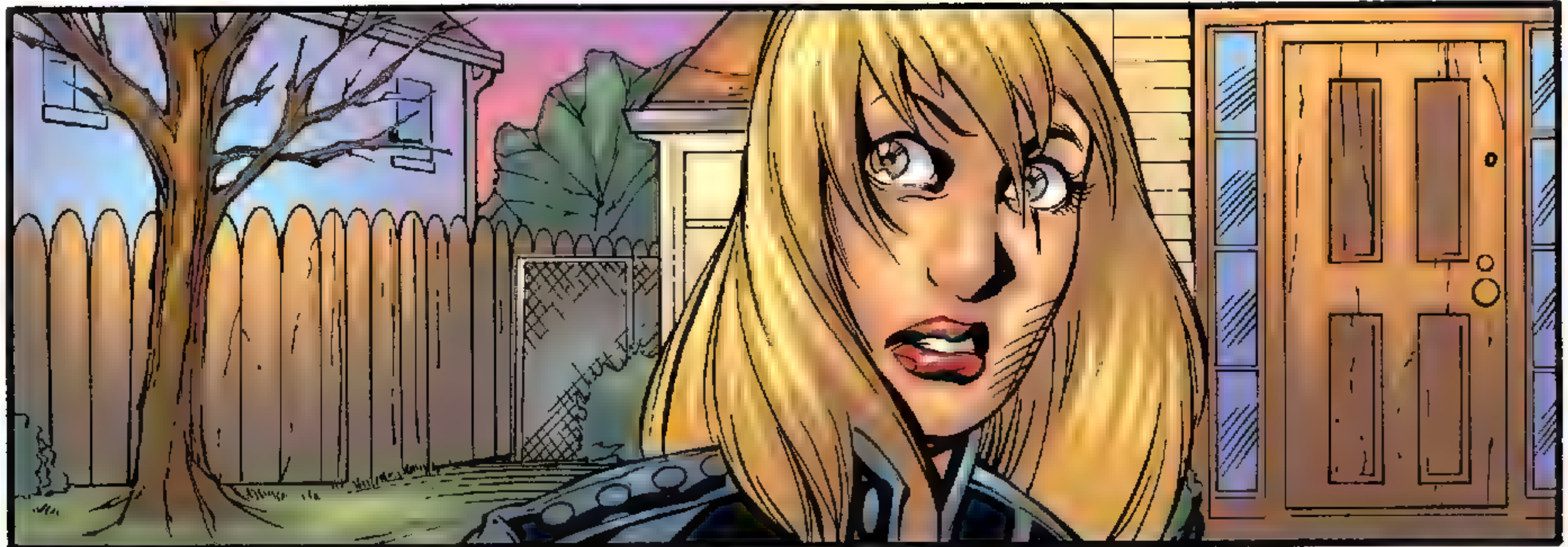
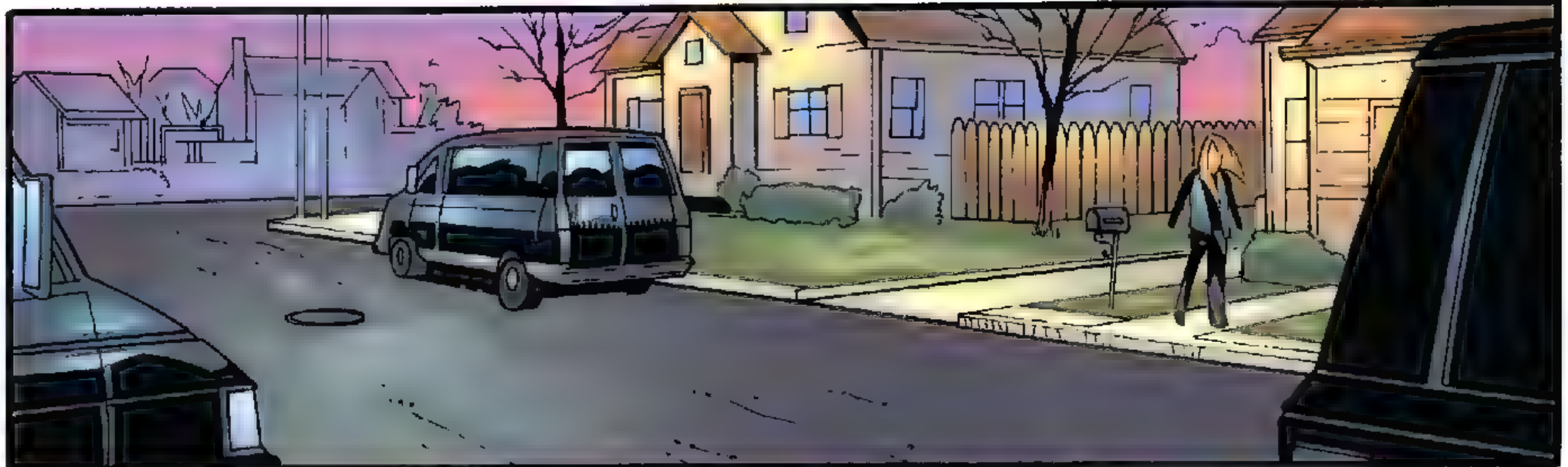
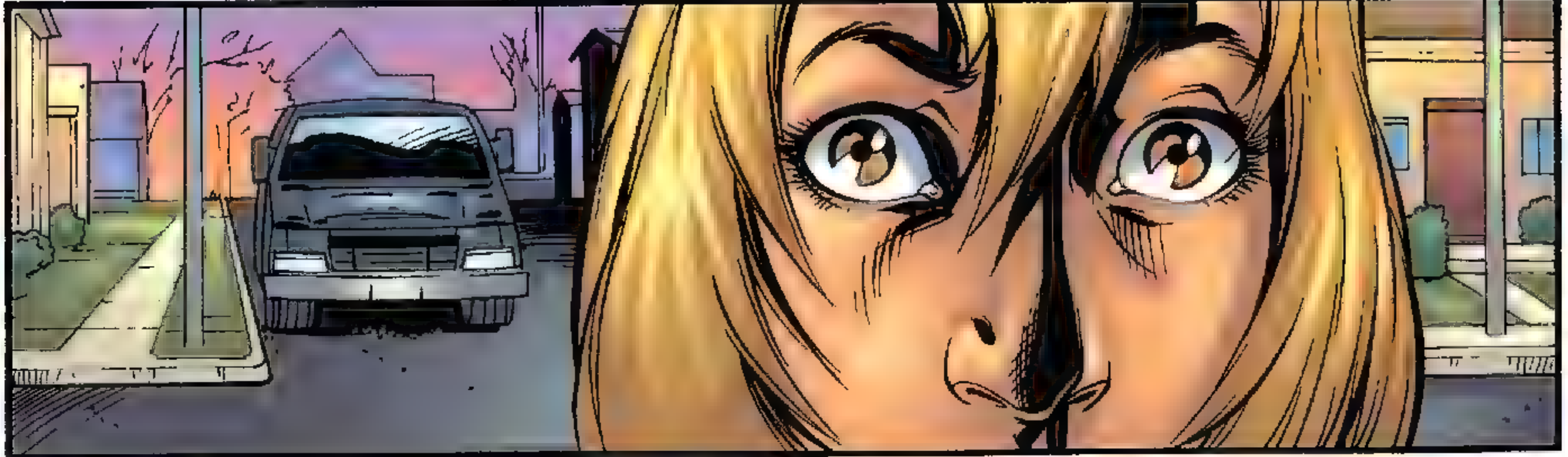
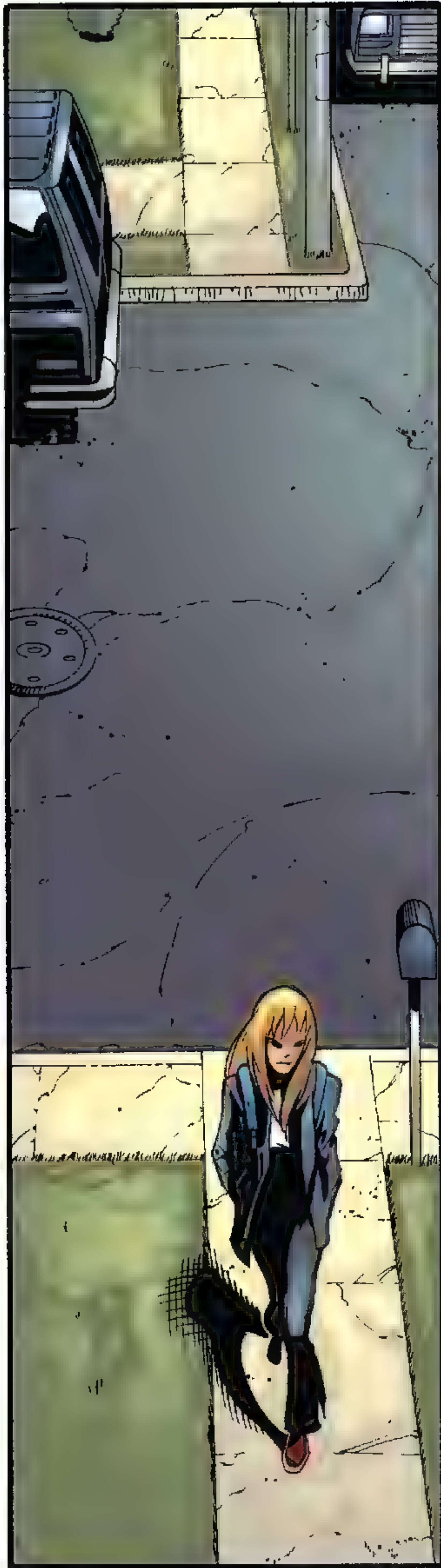
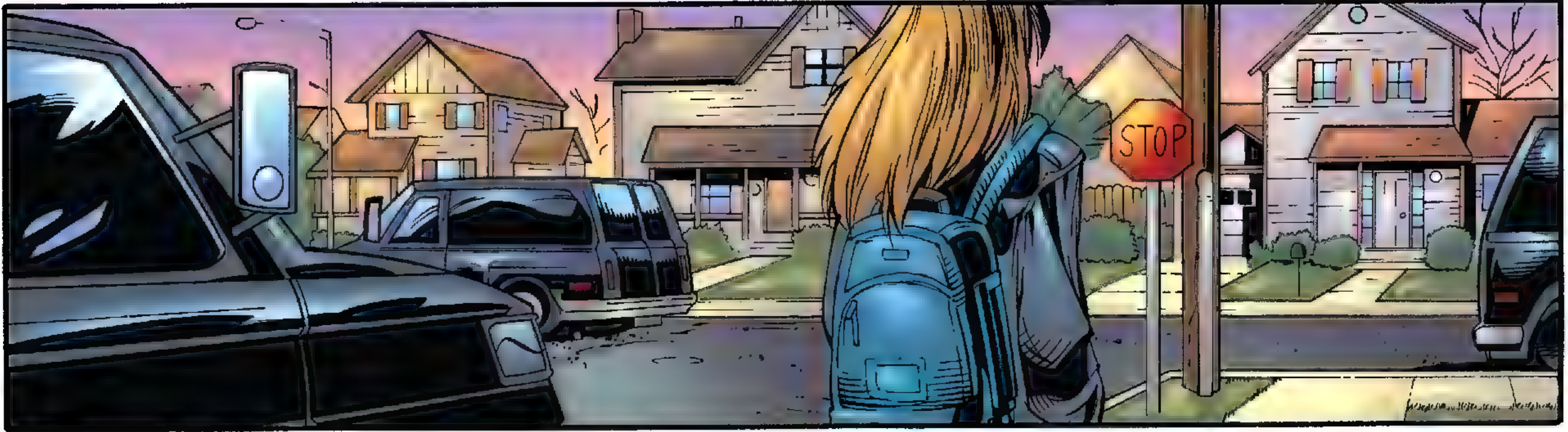
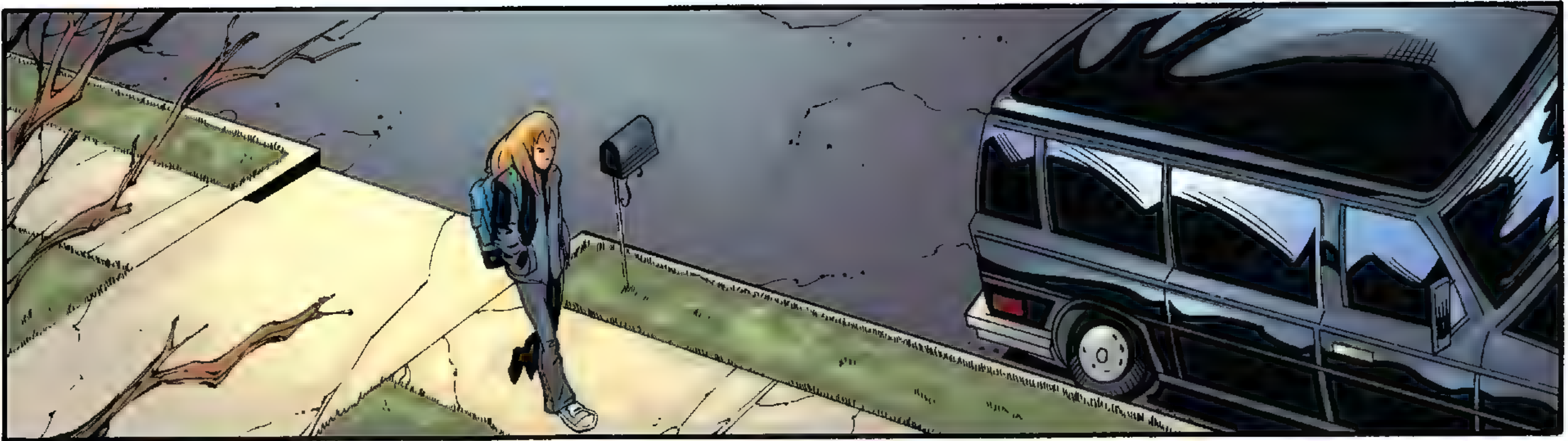
--the estranged wife of Doctor Otto Octavius--

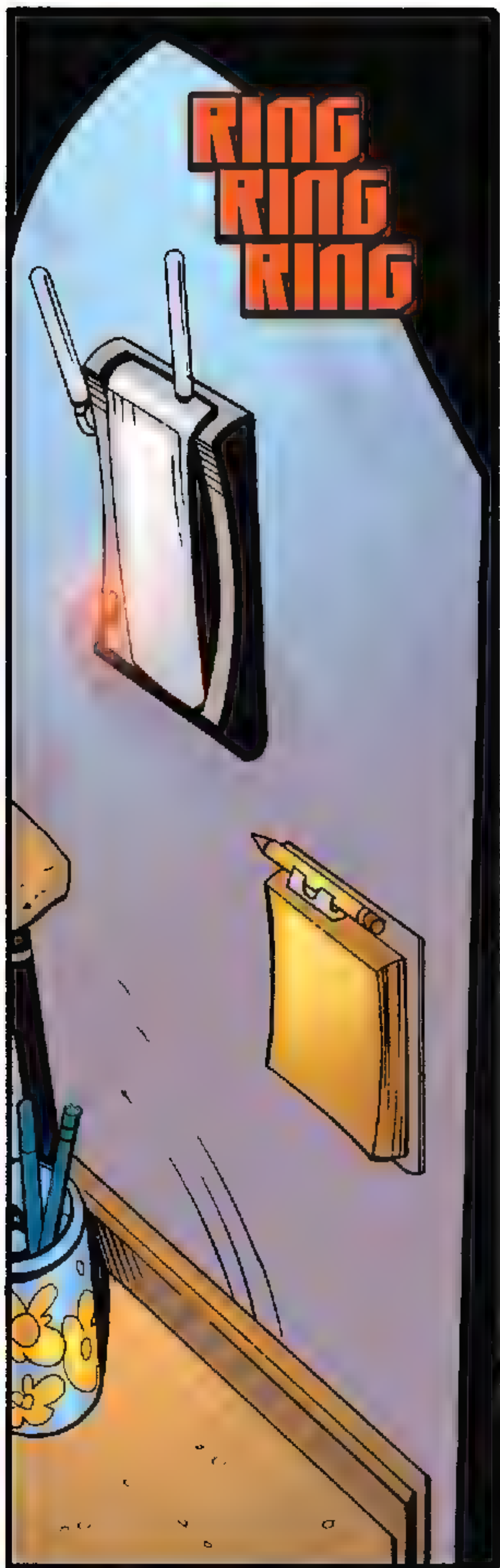
The once well respected physicist and biochemist who, after a horrific accident, turned into the colorful, murdering madman known all over the world as Doctor Octopus.

Shh...

Rosalita is a paid consultant on the movie.

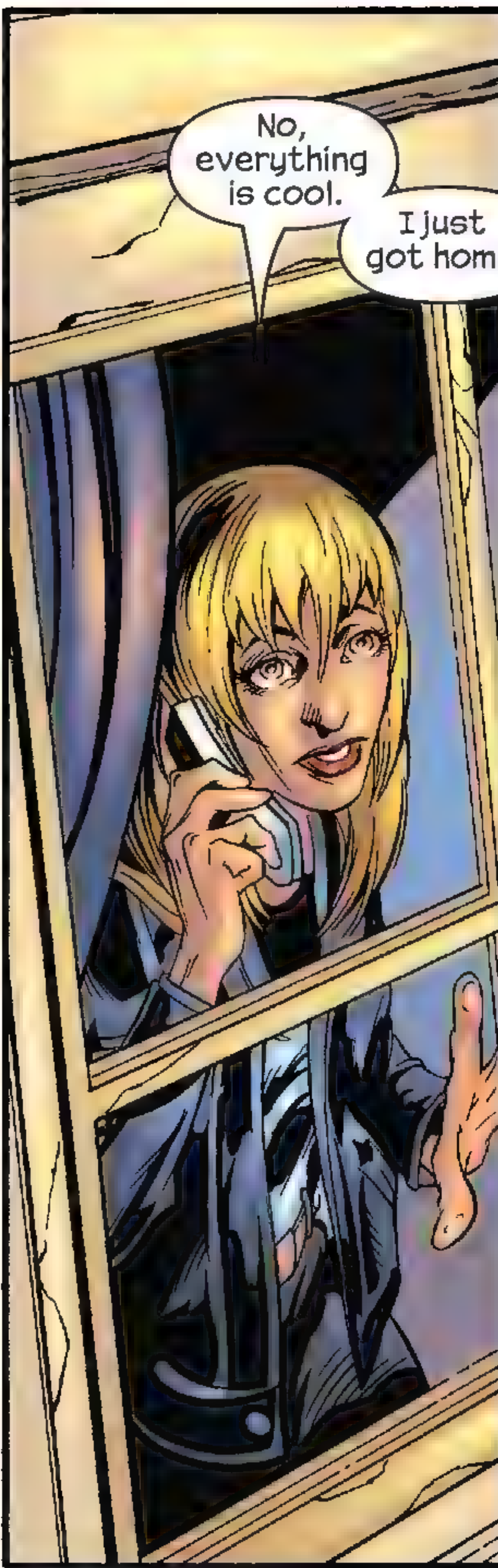






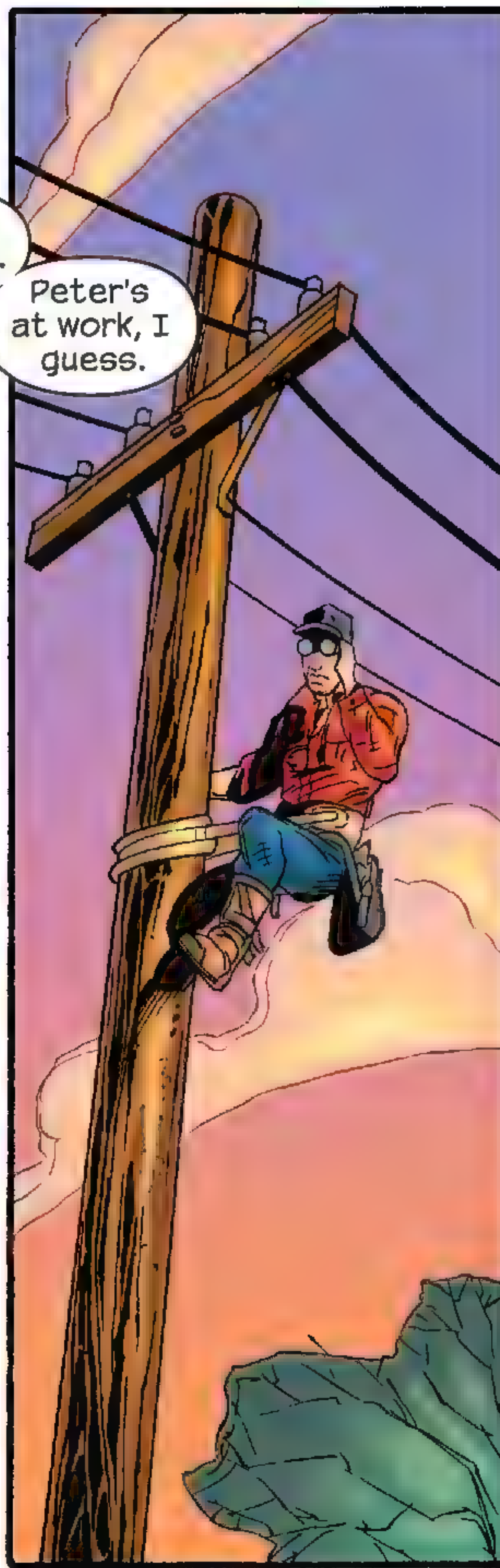
Hello? Oh, uh, hi, Aunt May.

How's Florida? Yeah, I hear it's-- yeah.



No, everything is cool.

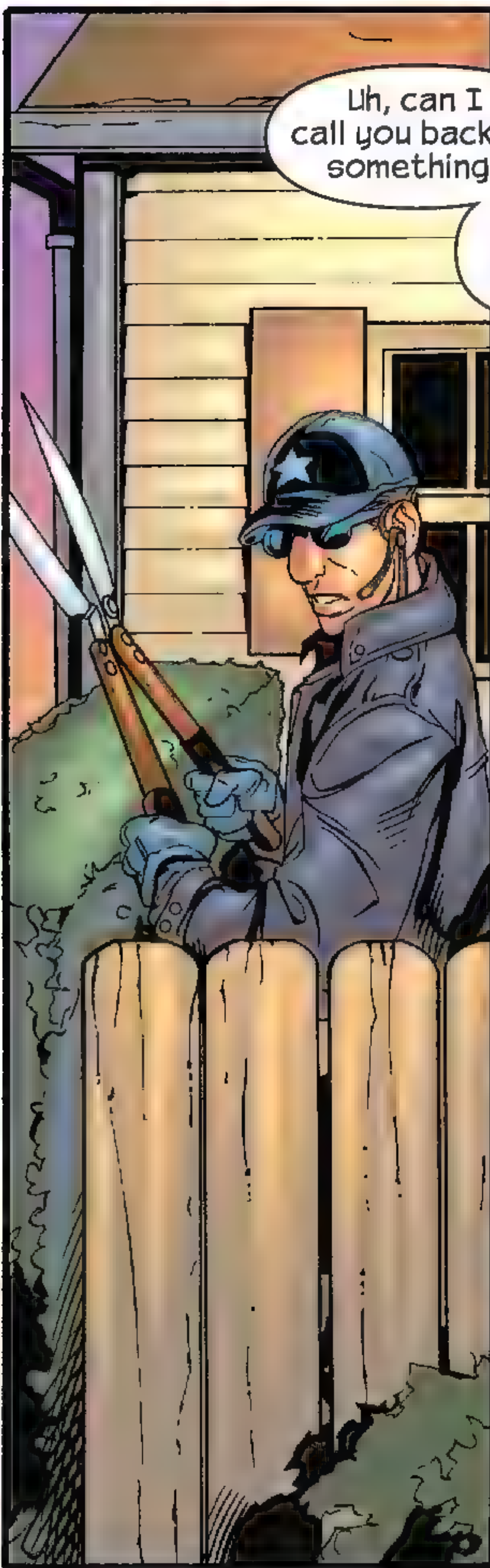
I just got home.



Peter's at work, I guess.

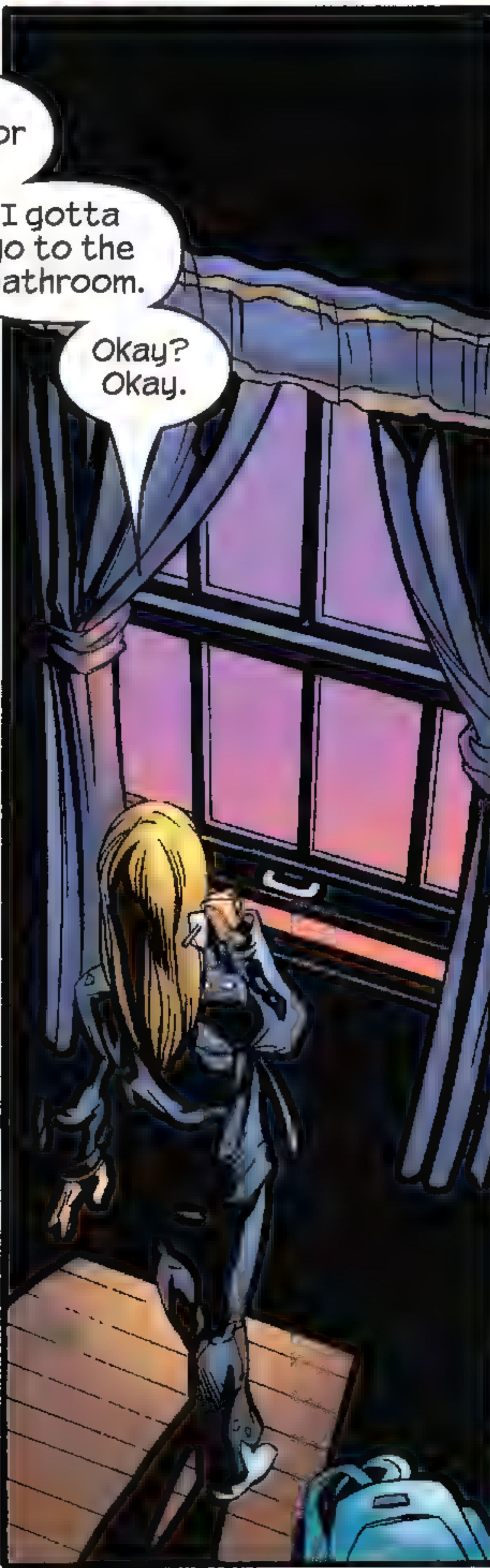


No, everything is cool and in one piece.

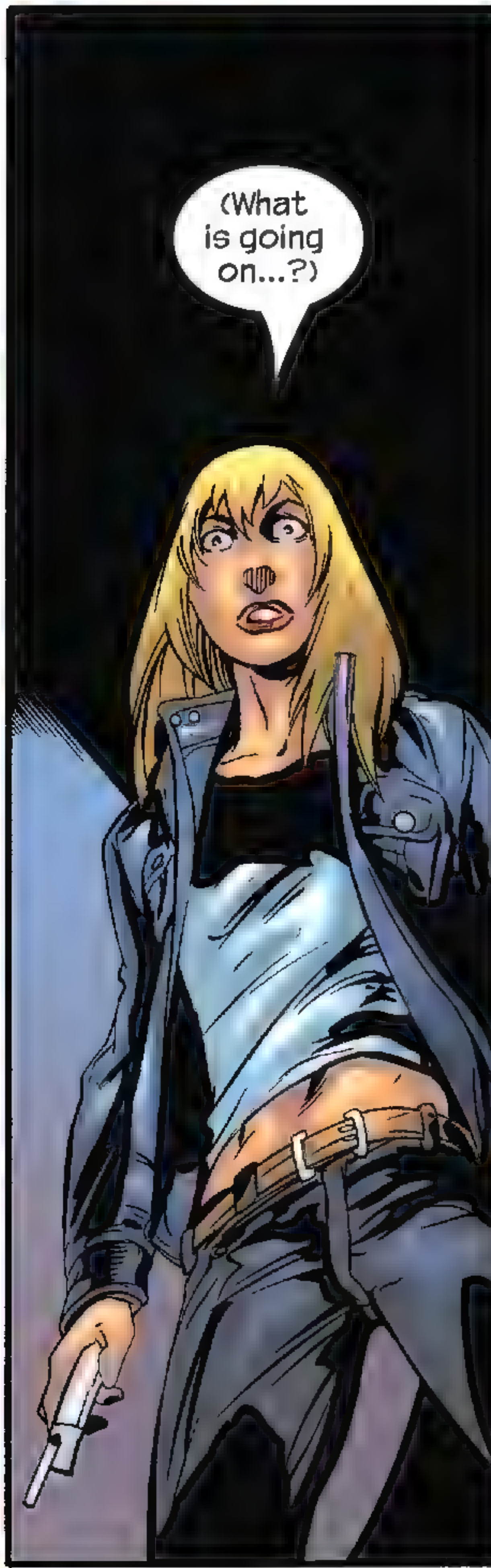


Uh, can I call you back or something?

I gotta go to the bathroom.



Okay? Okay.



(What is going on...?)



ALL OF YOU
SHALL BOW BEFORE
THE GENIUS OF
THE ONE TRUE
MYSTERIO!!

Look, up
in the sky, it's
Spider-Man!







Don't! Sam, don't look right at him.

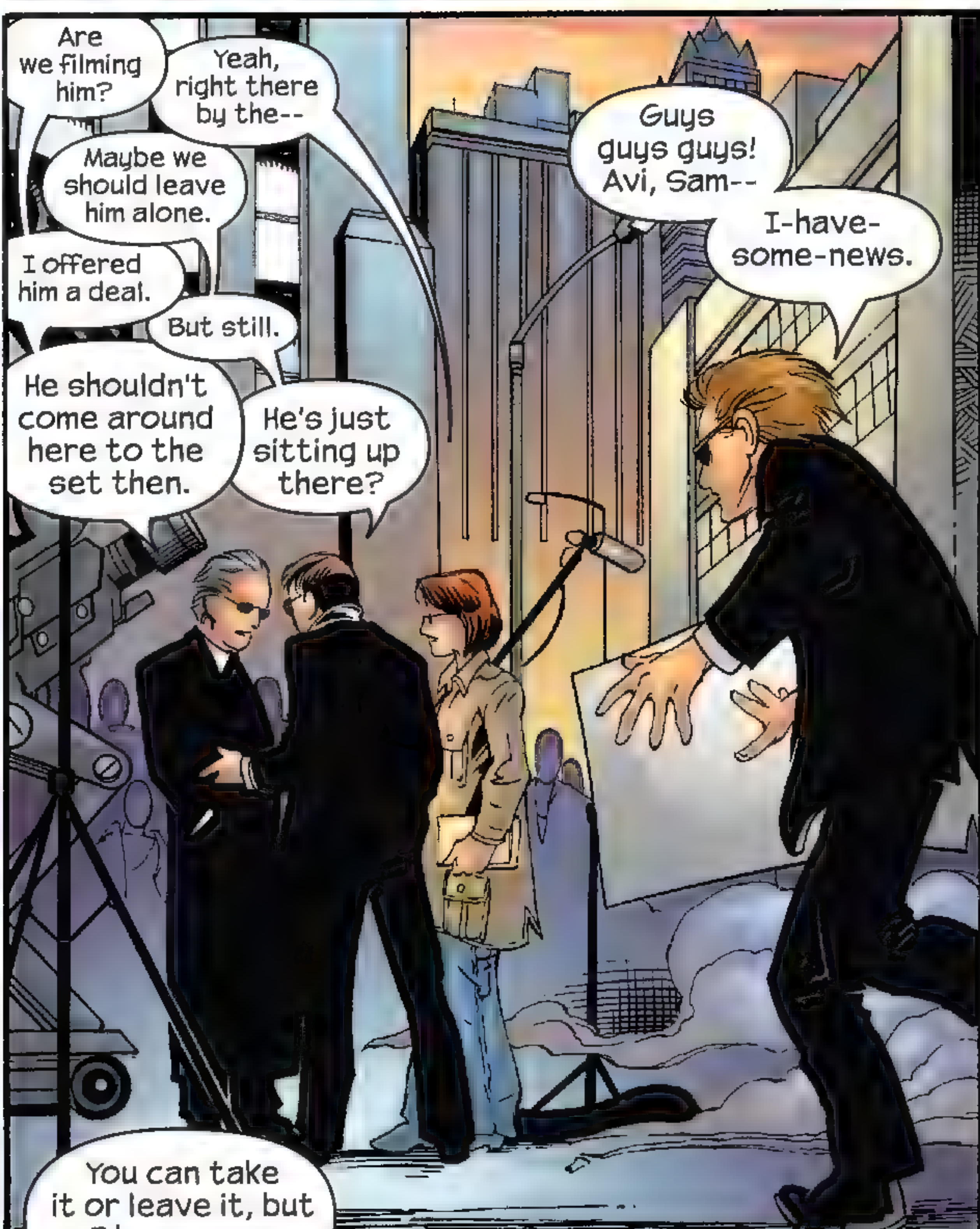
Do we have a camera on him?

Avi, why are we whispering? He's a half-mile away.

He might have spider-hearing.

Spider-hearing?

Or something.



Are we filming him?

Yeah, right there by the--

Maybe we should leave him alone.

I offered him a deal.

But still.

He shouldn't come around here to the set then.

He's just sitting up there?

Guys guys guys! Avi, Sam--

I-have-some-news.

You can take it or leave it, but I have some real news.

Okay.

I have a friend who has a friend who works for a top-secret part of the government...

You lost me already.

Well, listen up anyway because he told me that this very morning...

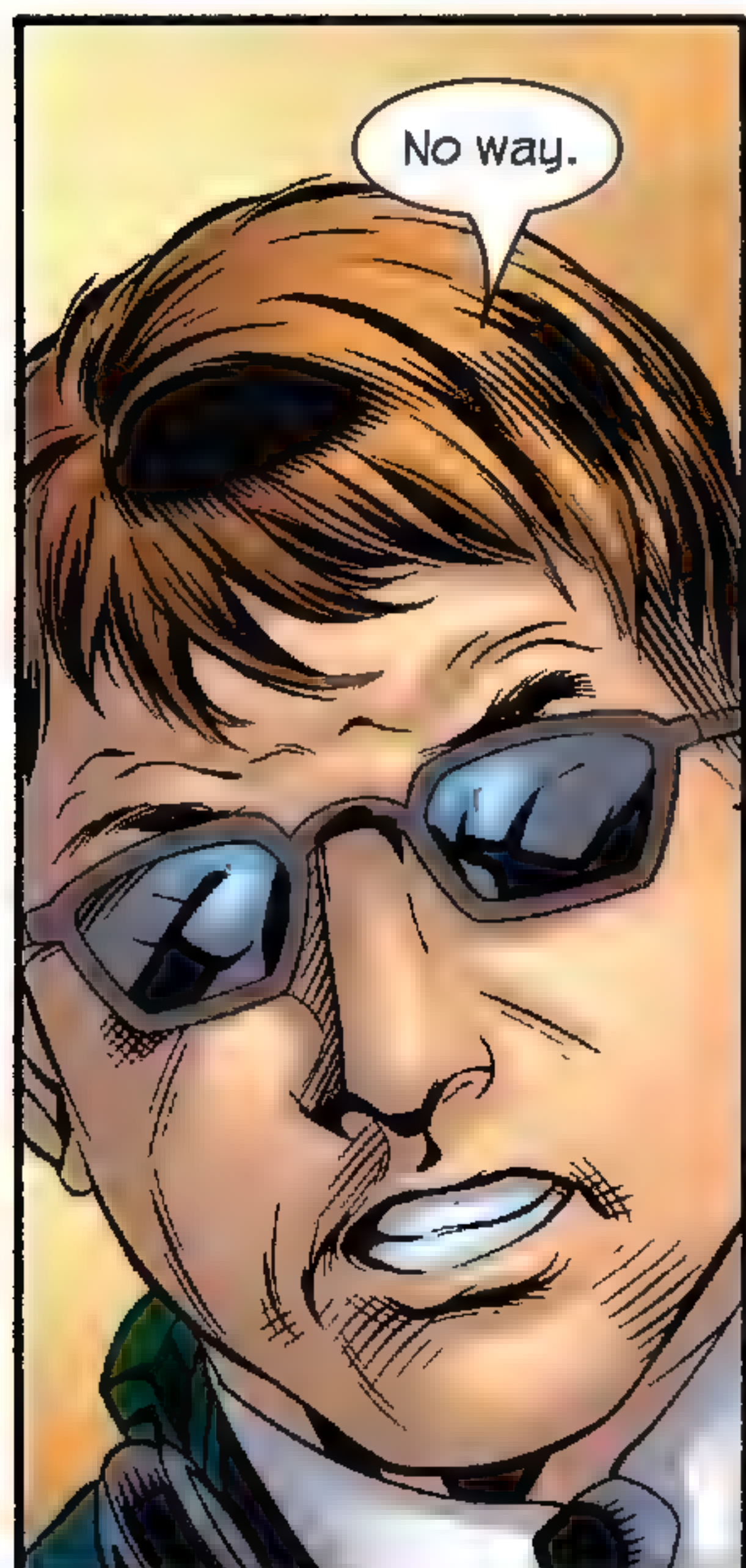
Today...

This morning...

Otto Octavius--

The real one, escaped from prison.

The real one.



No way.



Guy says he killed a bunch of guards and prisoners and he is on the *loose*.

Why isn't this on the news?

The government is keeping it hush-hush.

It would be on the news.



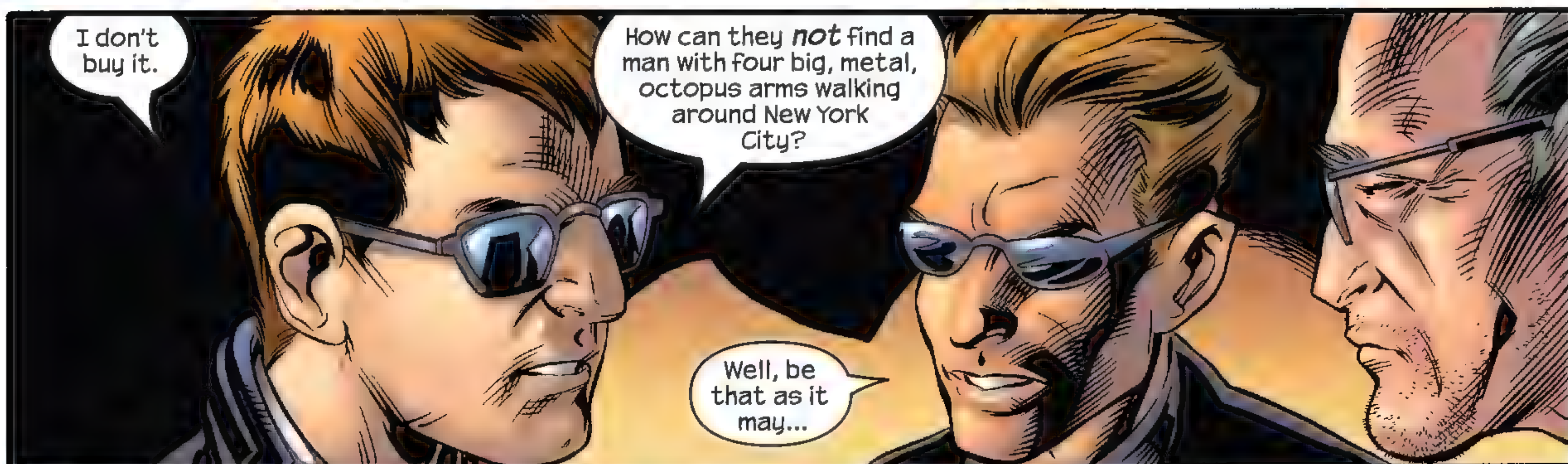
It will be, eventually.

But they have this huge *manhunt* going on and want to keep it hush.

I heard they even got The Ultimates running around undercover looking to--

I hate to tell you- I think your friend was having a little fun with you.

Well, fine and all, but when it's on the six o'clock news in an hour--



I don't buy it.

How can they *not* find a man with four big, metal, octopus arms walking around New York City?

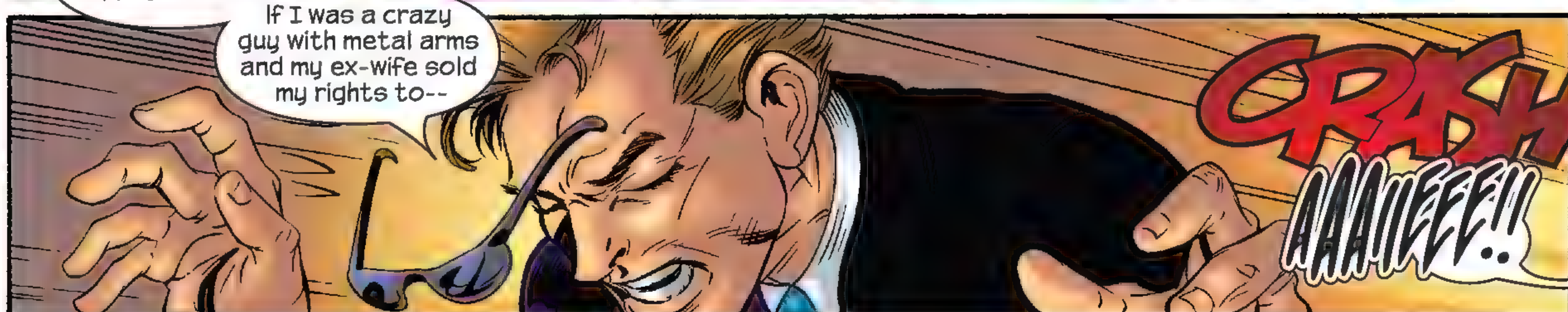
Well, be that as it may...



I wouldn't want to be standing anywhere near *that* Octavius woman until they *find* the guy.

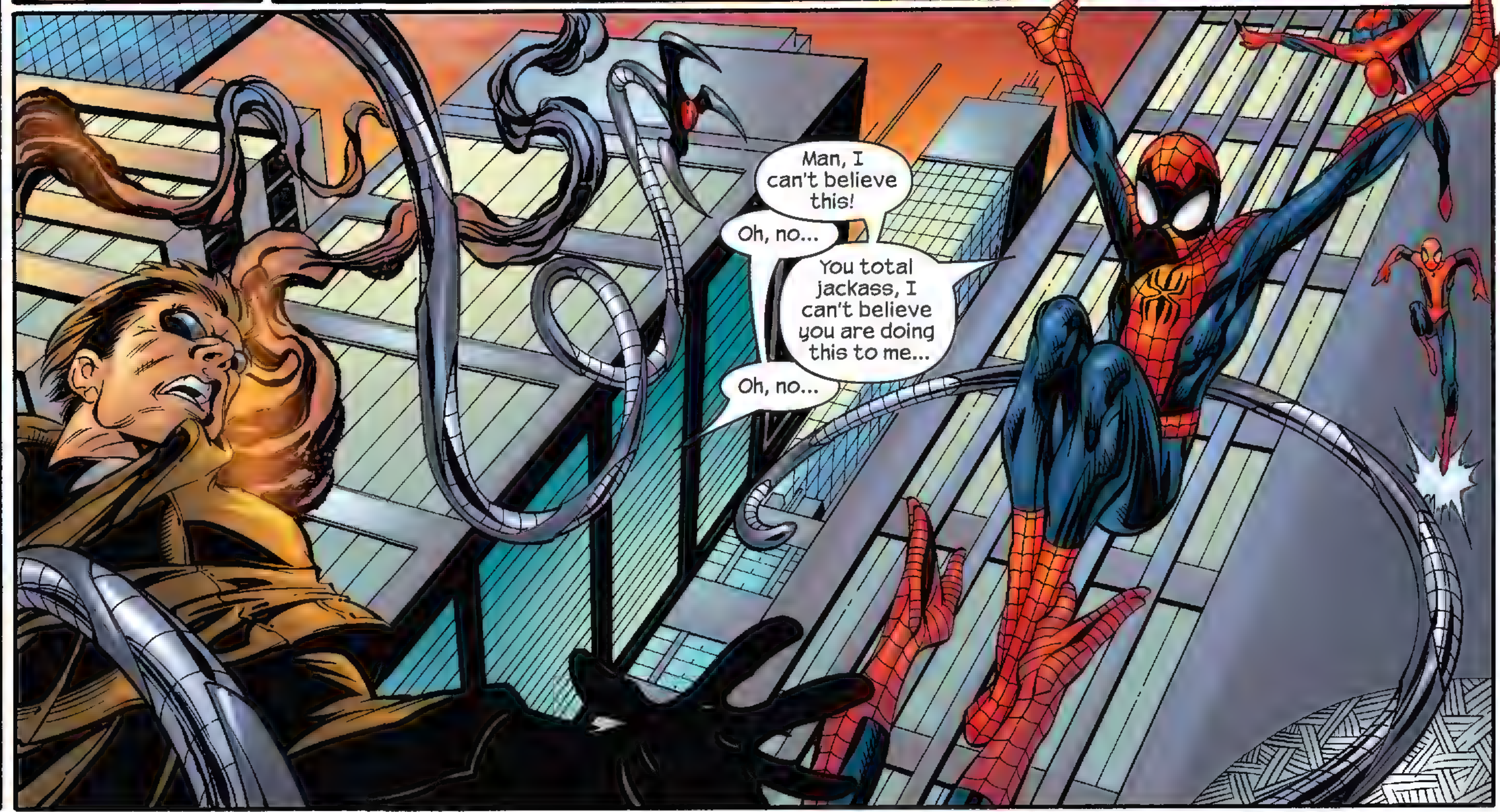
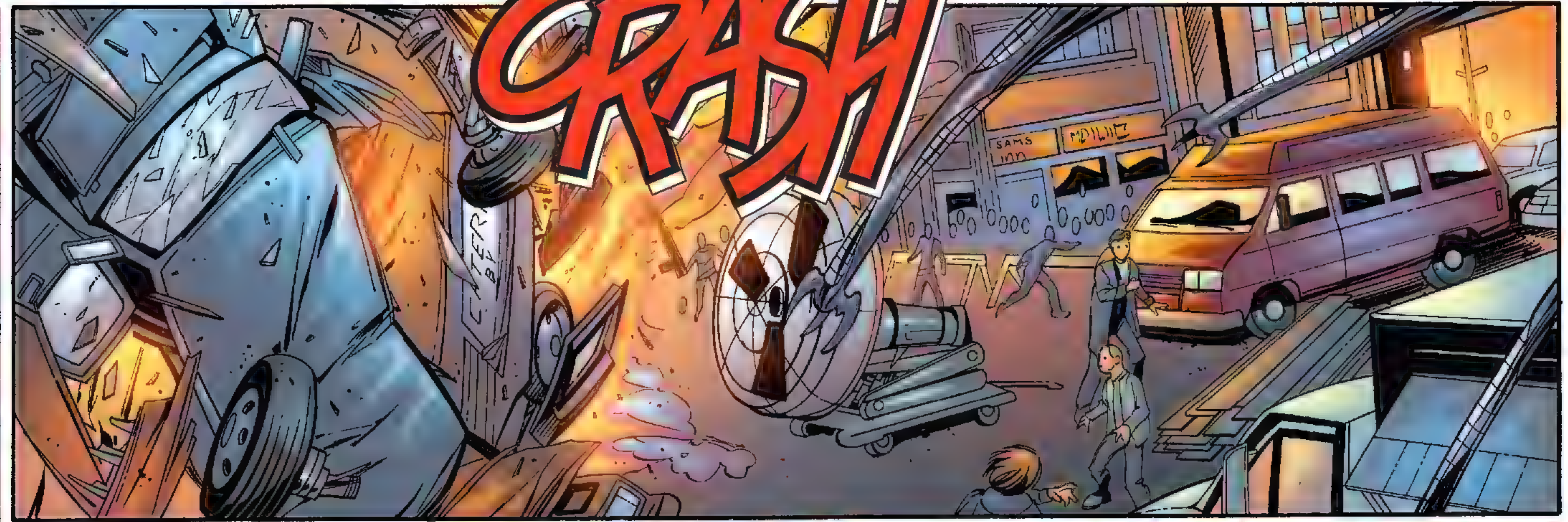
You think he's coming *here*?

Hey! I don't know *what* he is doing, but I hate my wife and I'm happily married.



If I was a crazy guy with metal arms and my ex-wife sold my rights to--

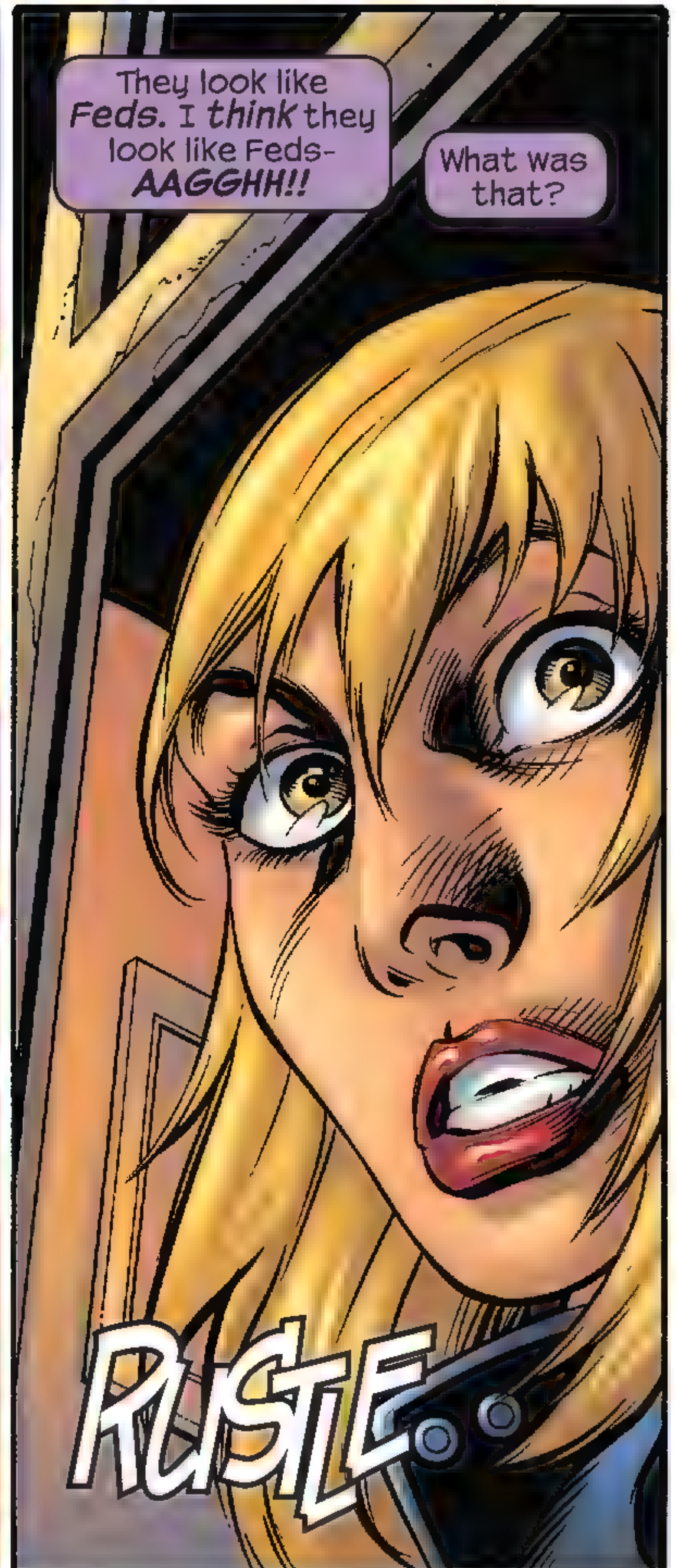
CRASH
AAAAIEEE!!

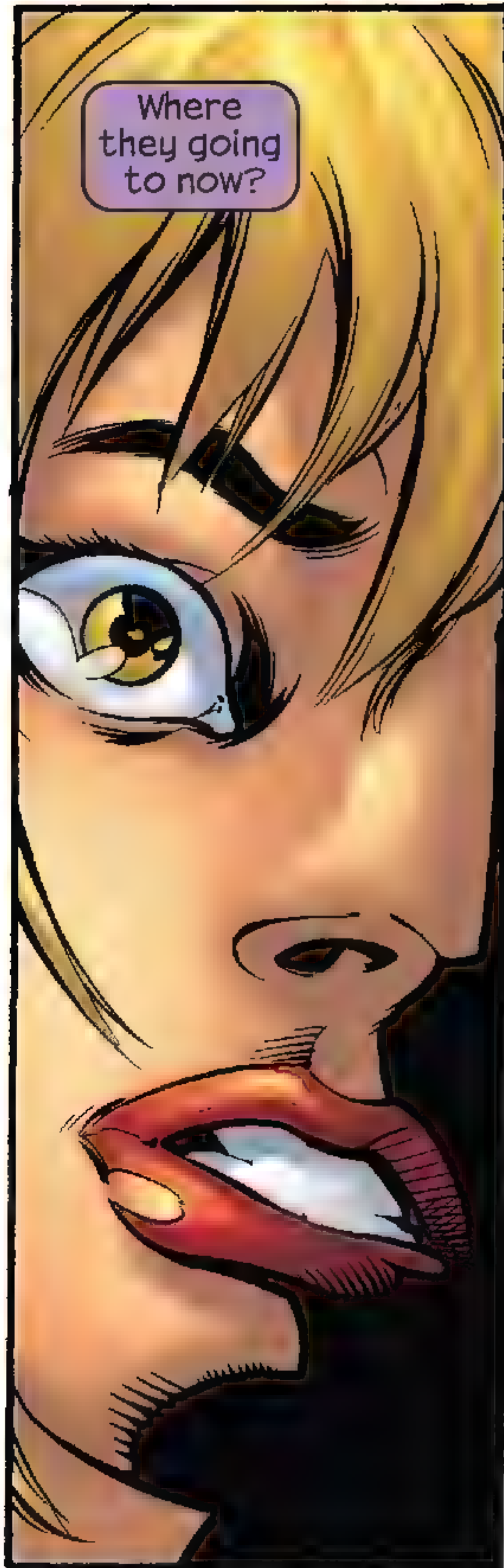
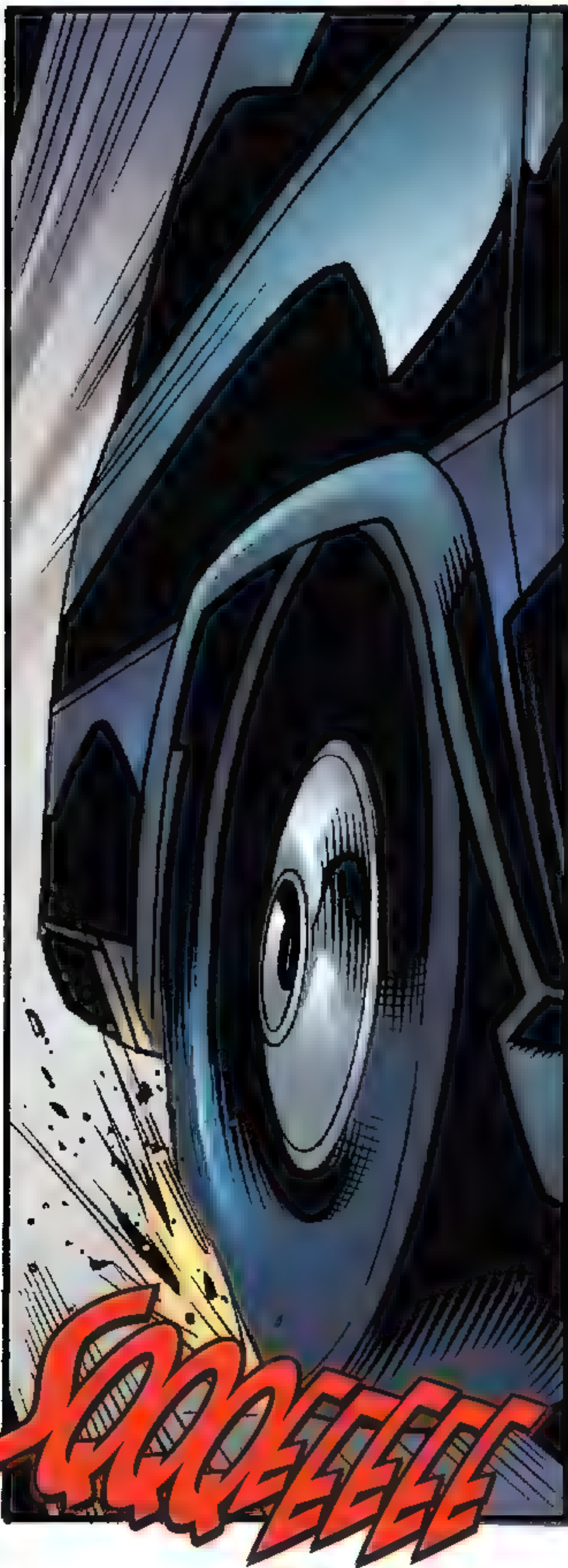
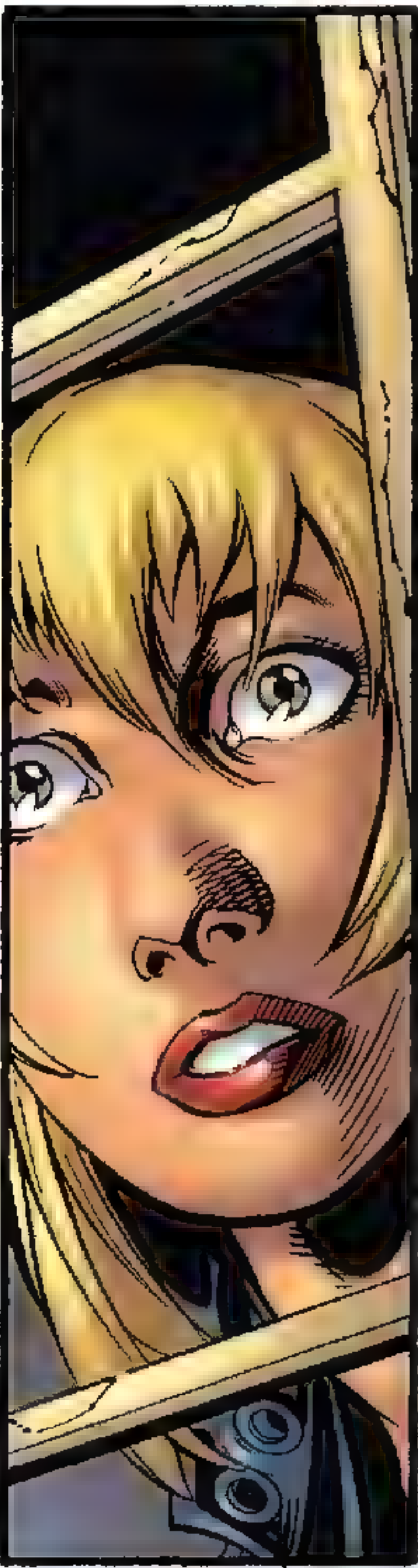
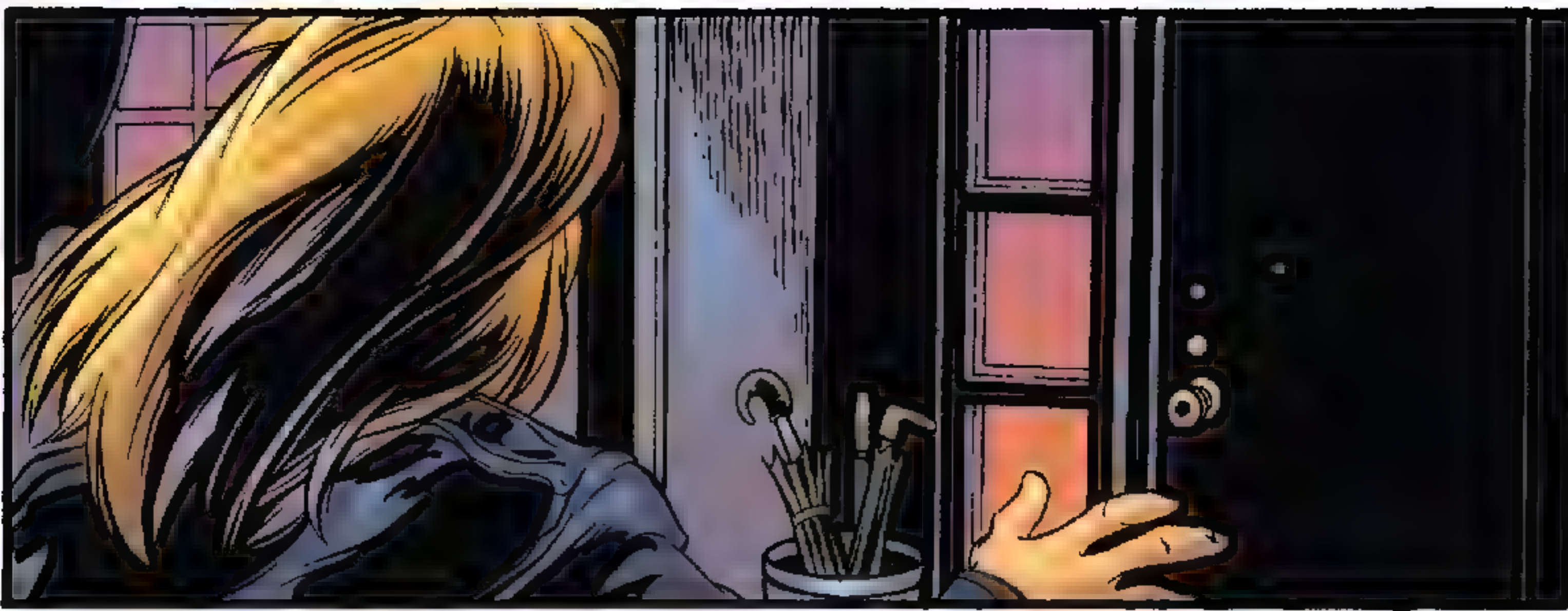














Do you ever shut up?!

You know, Otto--
RRGGH!

Of all the sucky things you have done...

...and, oh Lord, there have been so many...

...but making me stand between *you* and your trashing the set of this Spider-Man movie...

(That they are making *without* my permission)...

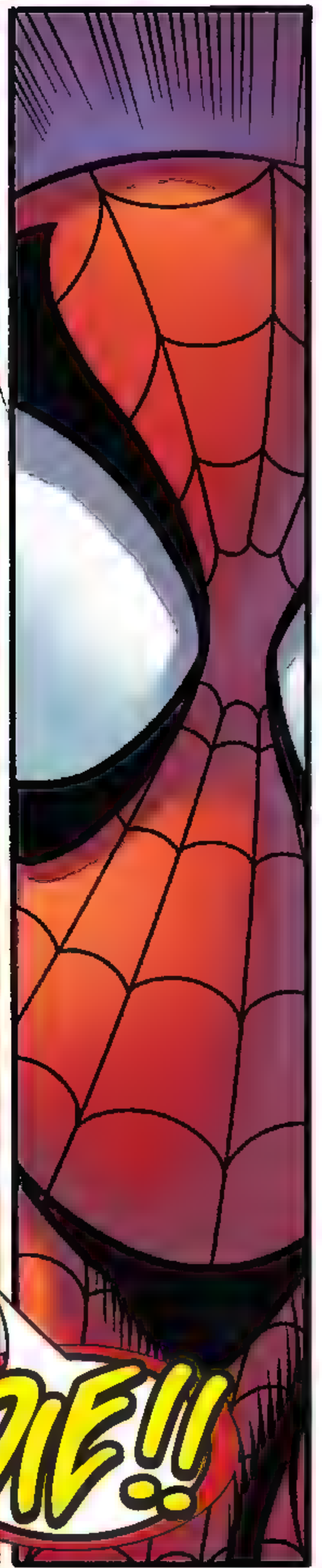
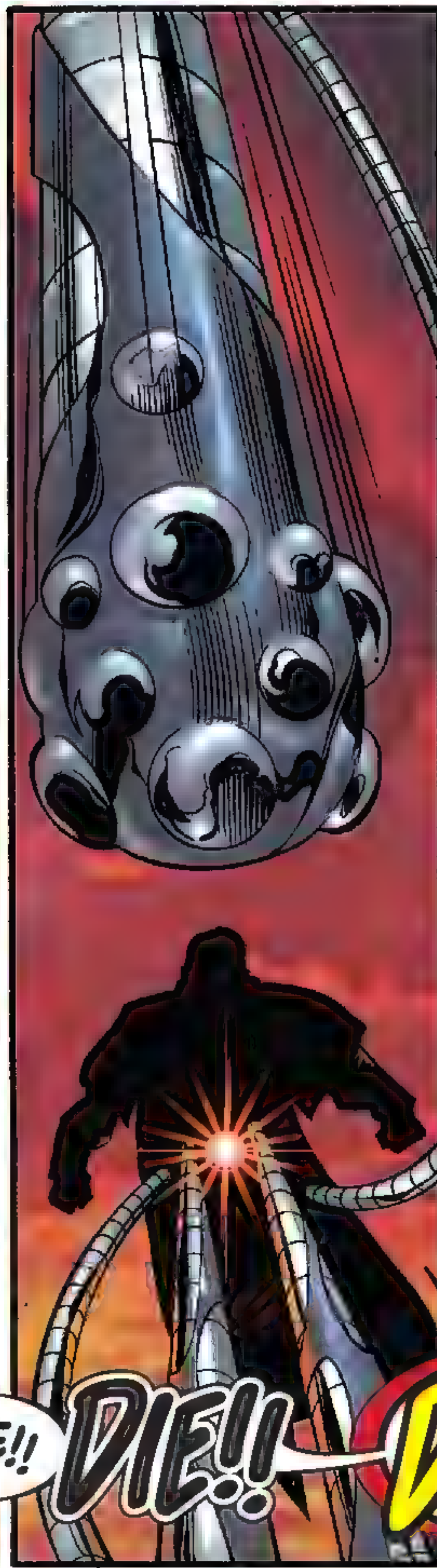
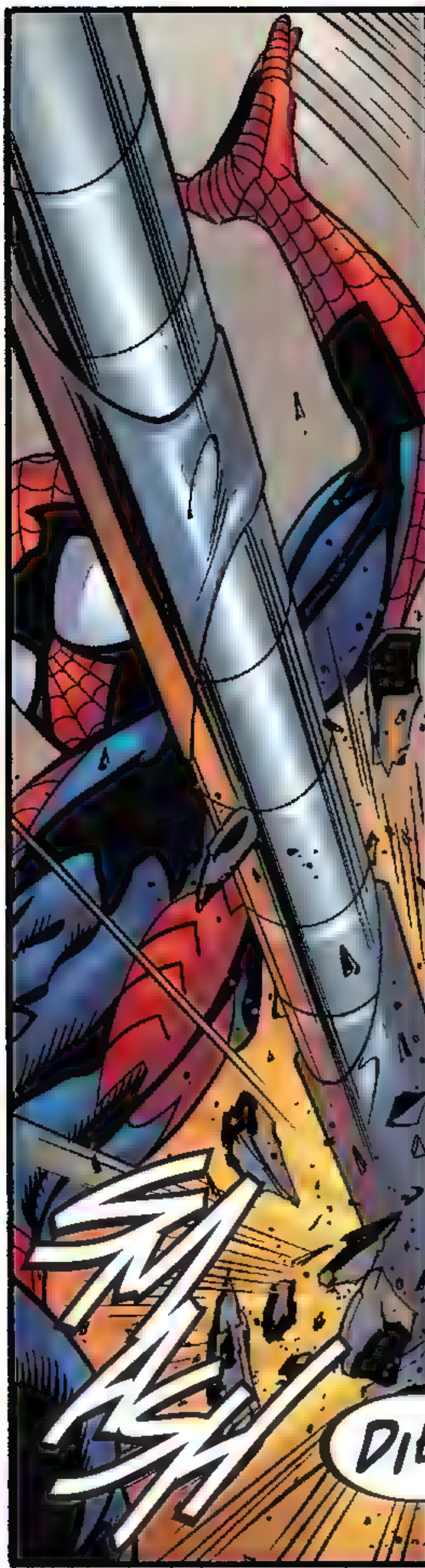
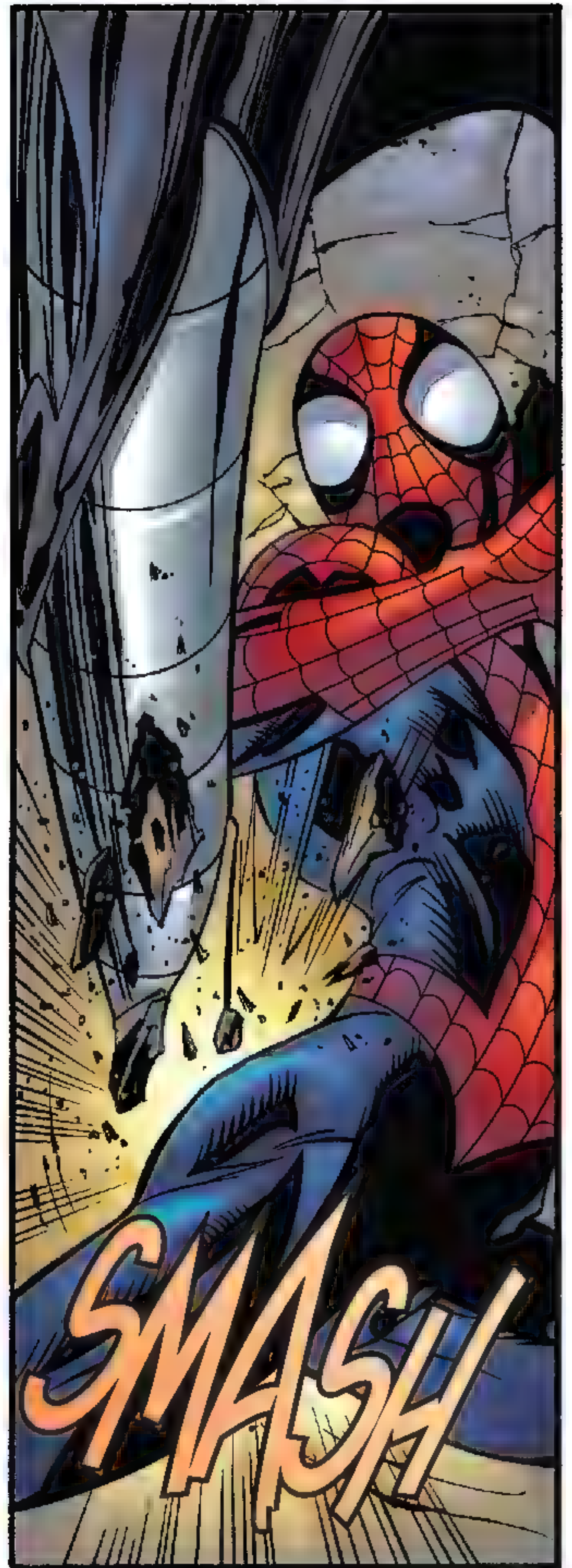
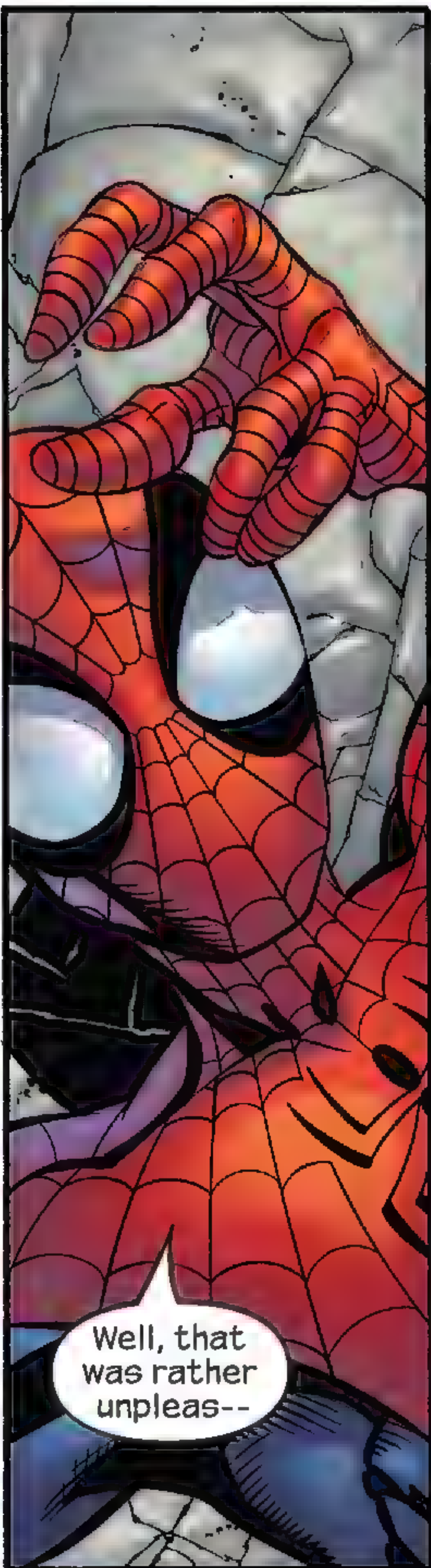
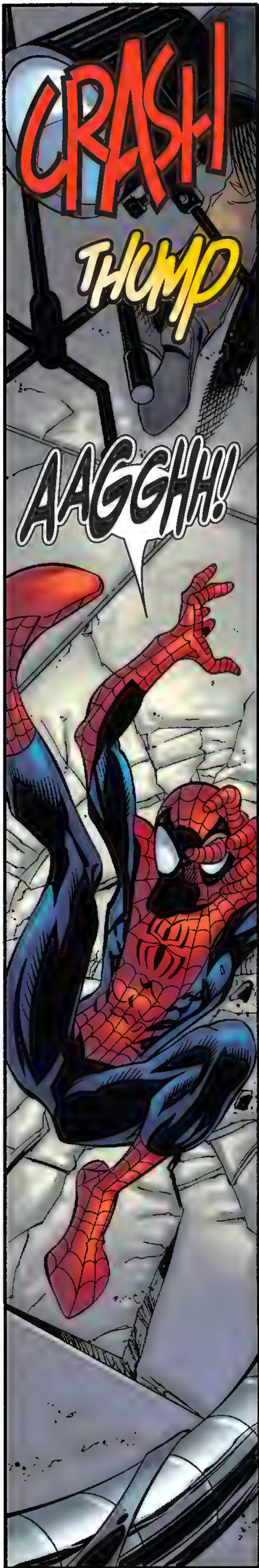
That's just really mean.

It's just-- it's just *mean* is what it is.

Not since 1996, but between you and me and your freak arms, I think it's a nervous--

Oh, my Lord, Otto...

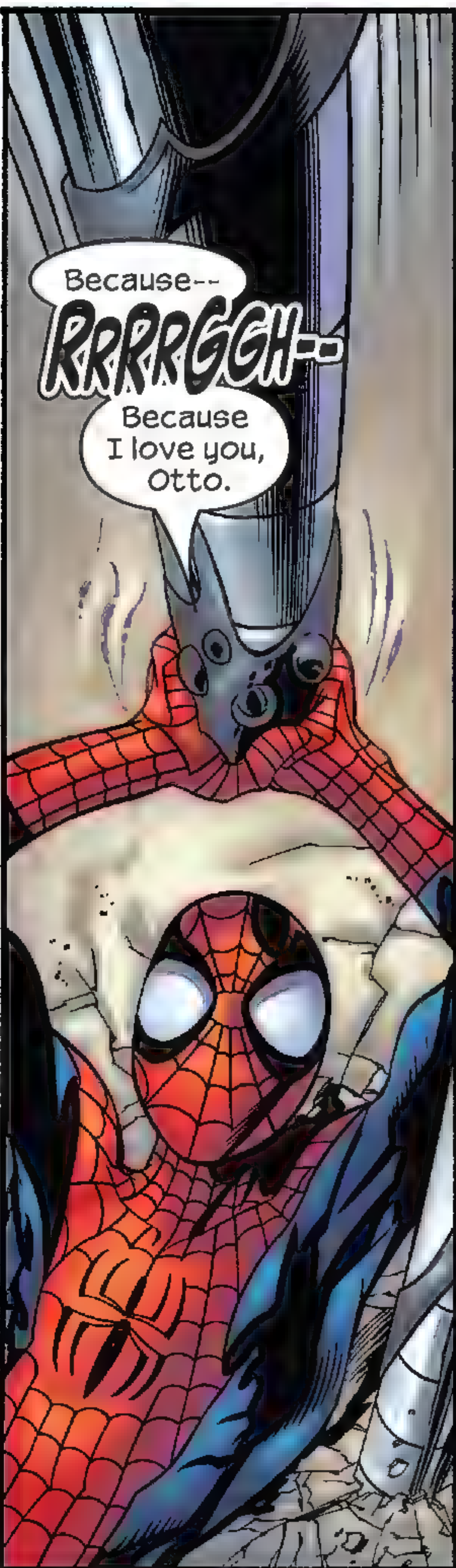
Mrs. Octavius, you have to- you have to get *out* of here...





Why are you *here*, Parker??

Why are you everywhere I am?!



What did he call Spider-Man? What "er"?

All I heard was the "er".

Don't know. I can't hear!

I don't think it was nice...



Whatever the perverse thrill you get from mocking me, it is nothing compared to the thrill I will get from--



Otto, Otto,
Otto...

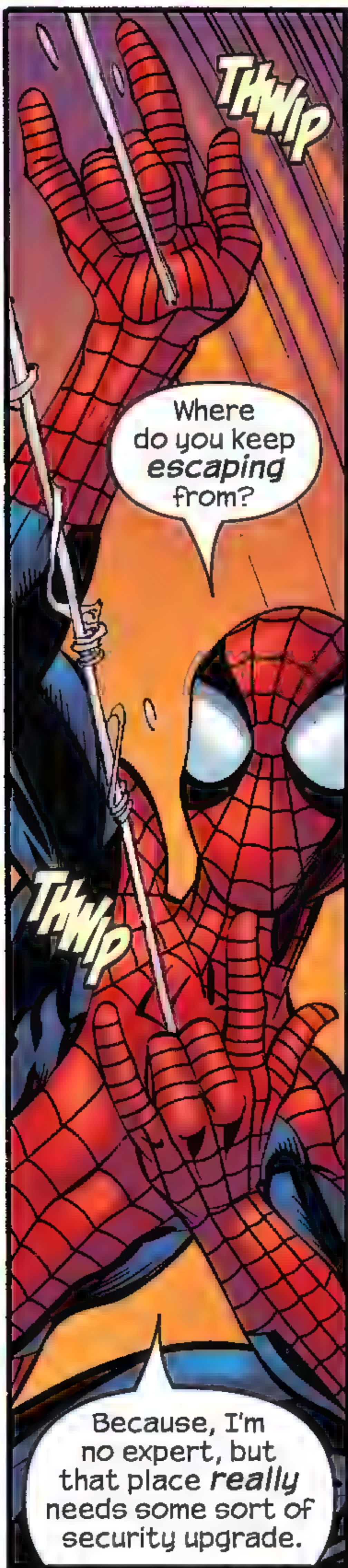
CLANG



Not to
interrupt
your villainous
rant...

(And it
sounded like
you were really
getting a good
one going...)

But, I
have to
know...

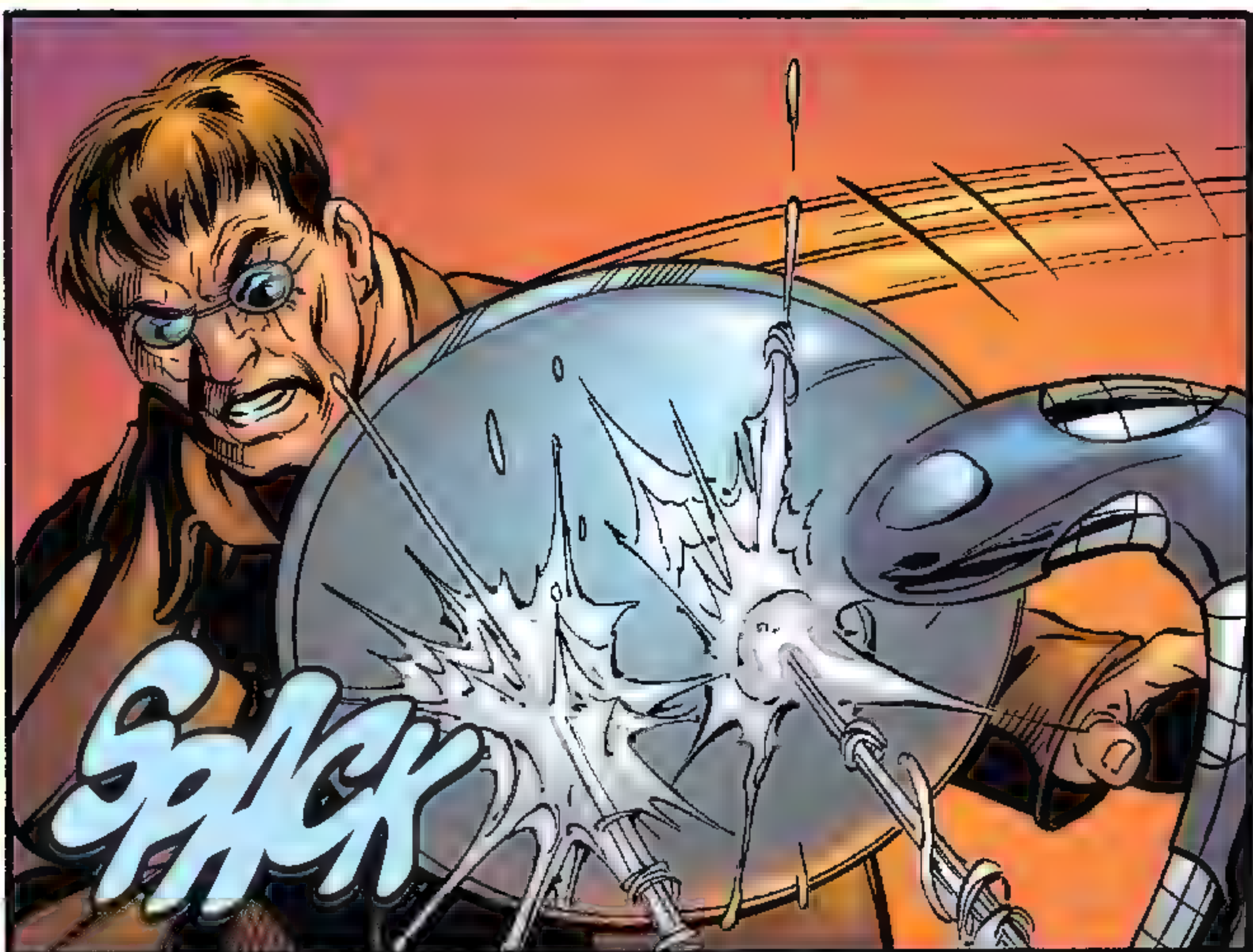


THWIP

Where
do you keep
escaping
from?

THWIP

Because, I'm
no expert, but
that place *really*
needs some sort of
security upgrade.



SPLASH



And how
do you keep
getting these
fakakta *arms*
back?

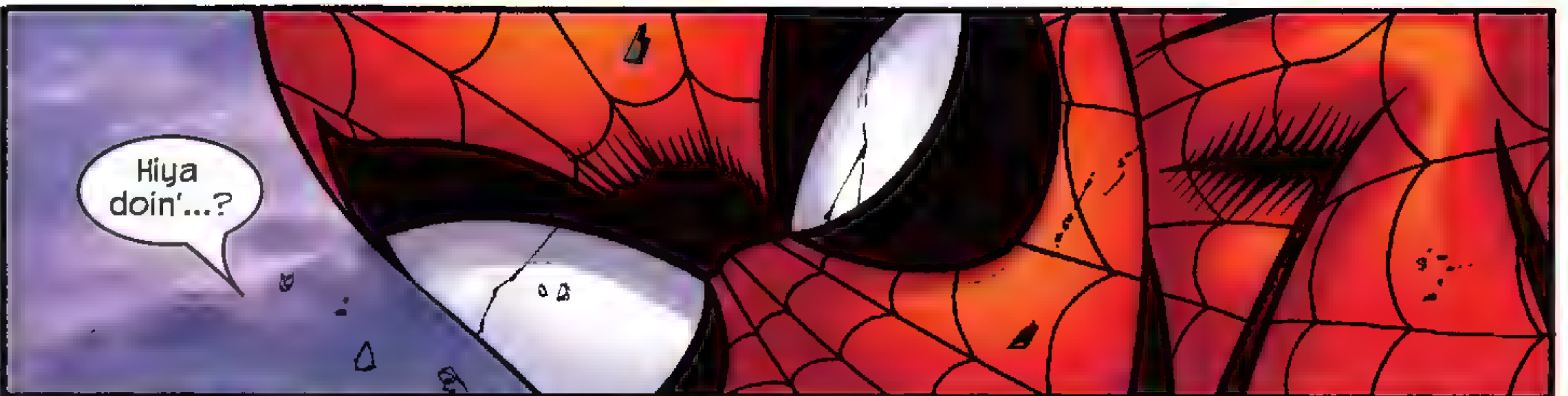
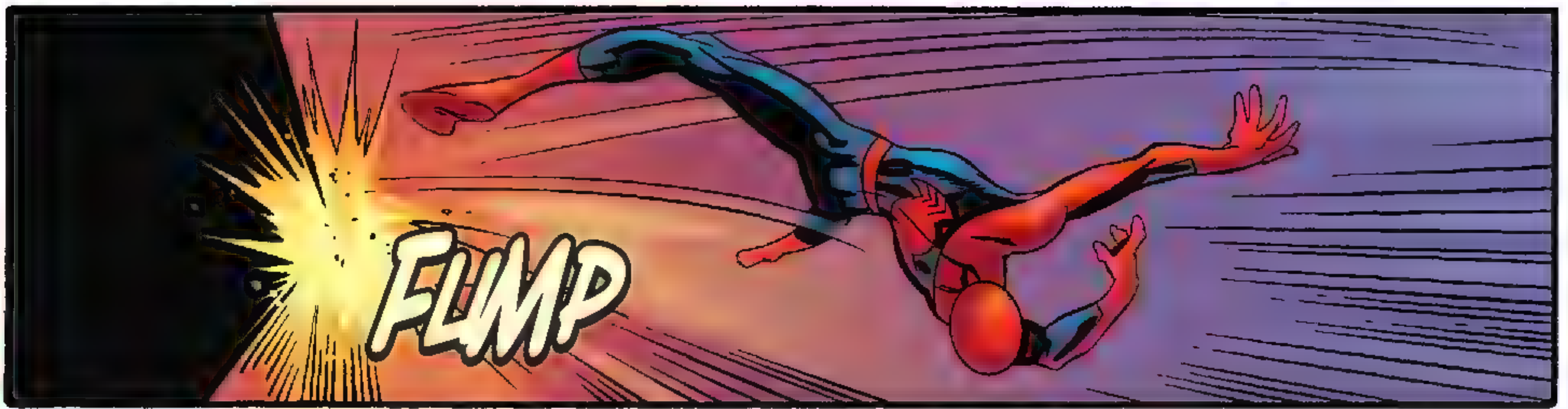
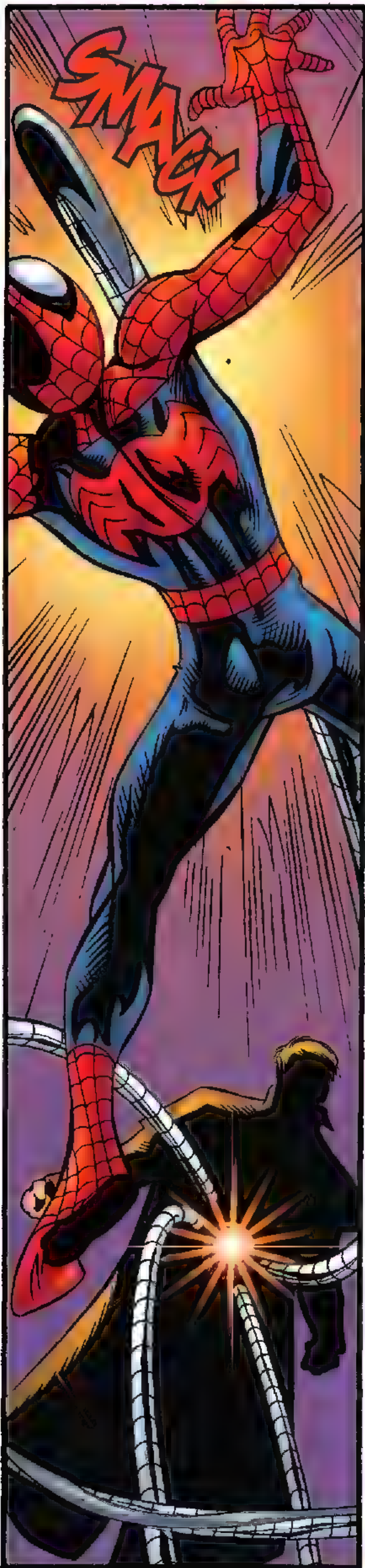
CRASH



Why haven't they chopped up
these arms of yours into bite-
sized pieces of-

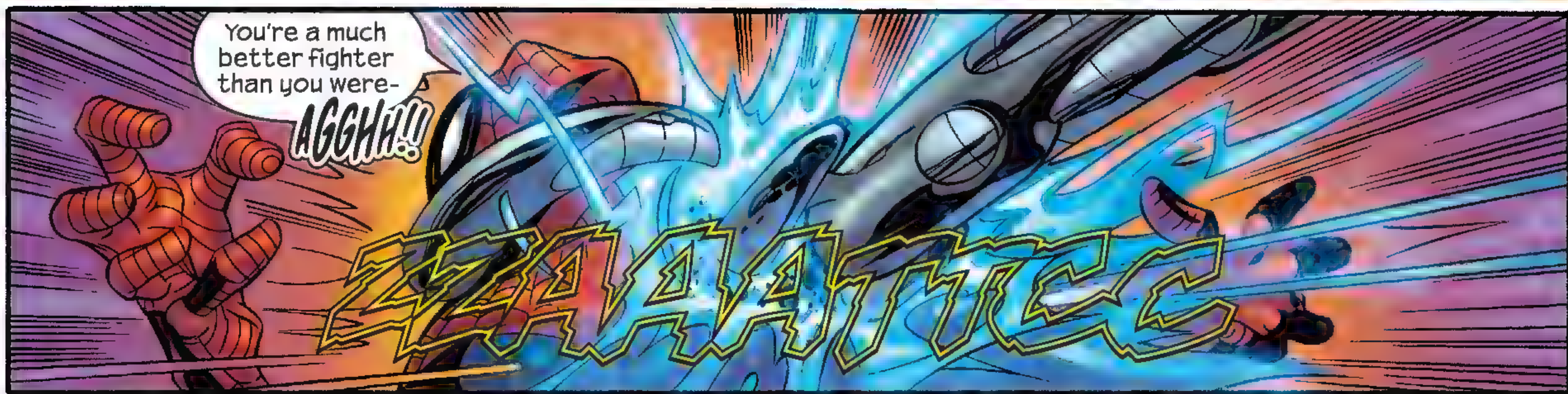
GGUNK!

GROK





I don't mind-- **AGH**-- Telling you, Otto...

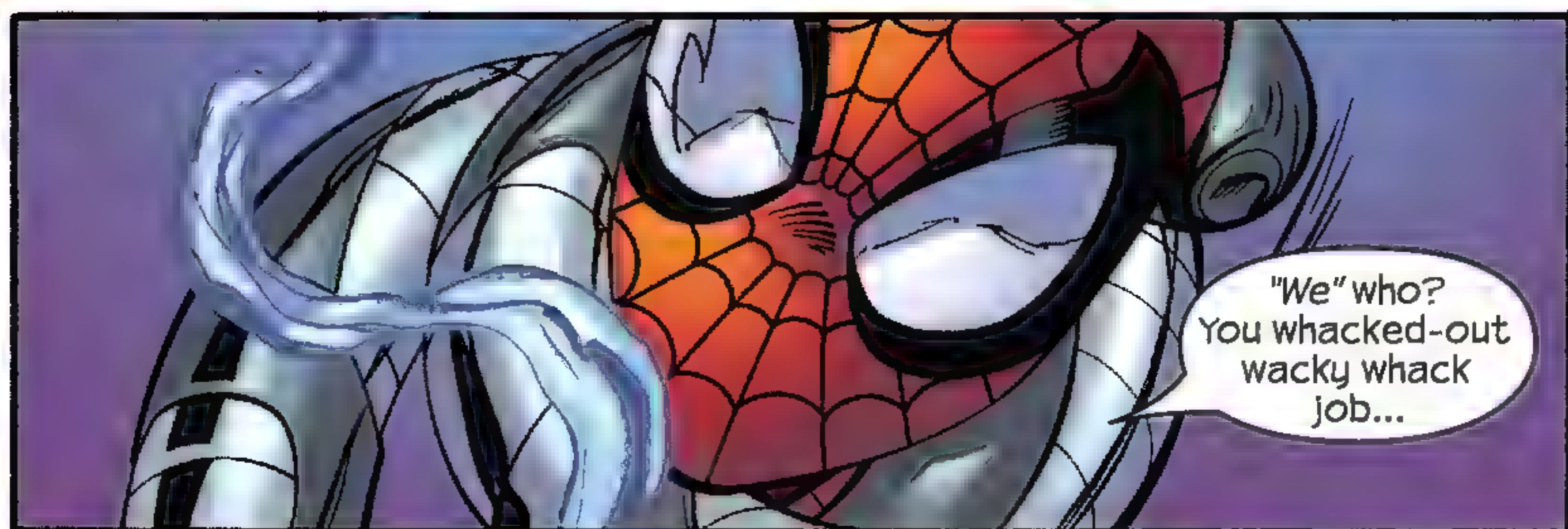


You're a much better fighter than you were-- **AGGHH!!**

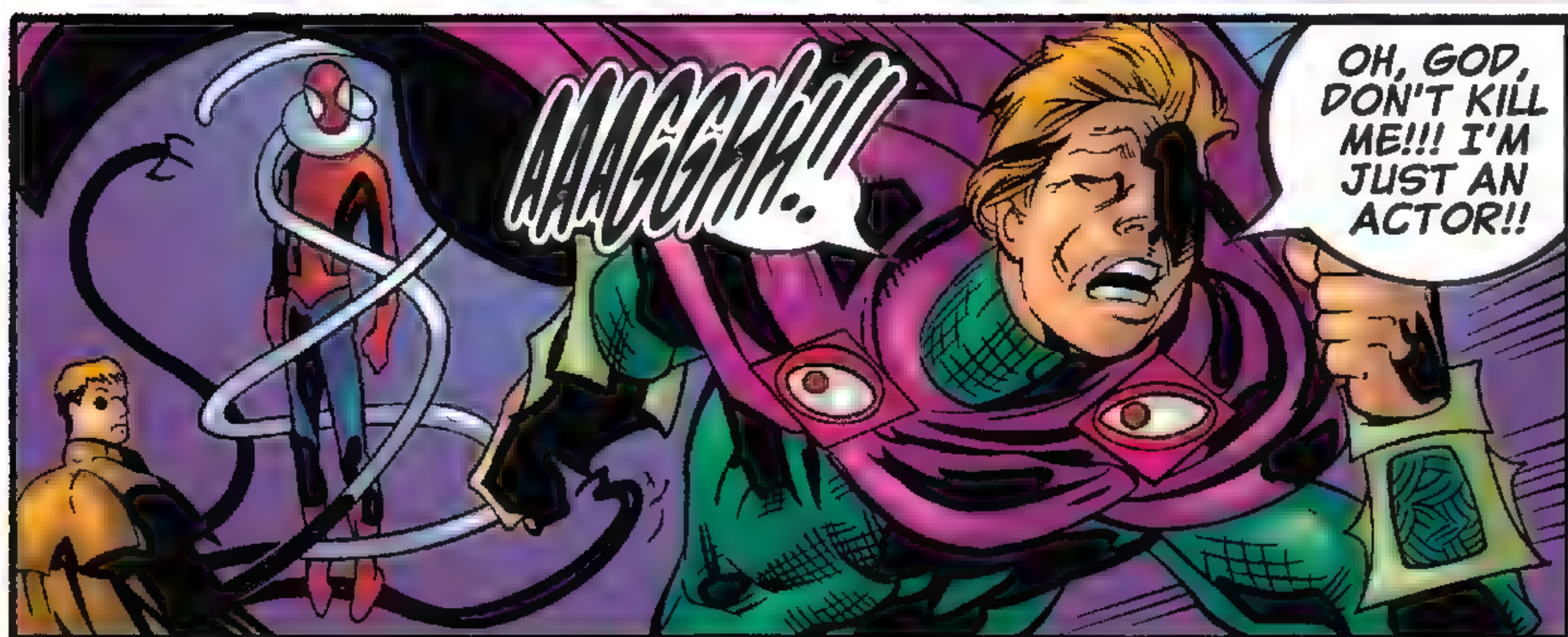


We have had a great deal of *time* to consider how to *batter* you if ever we were to meet again.

Well, young man...

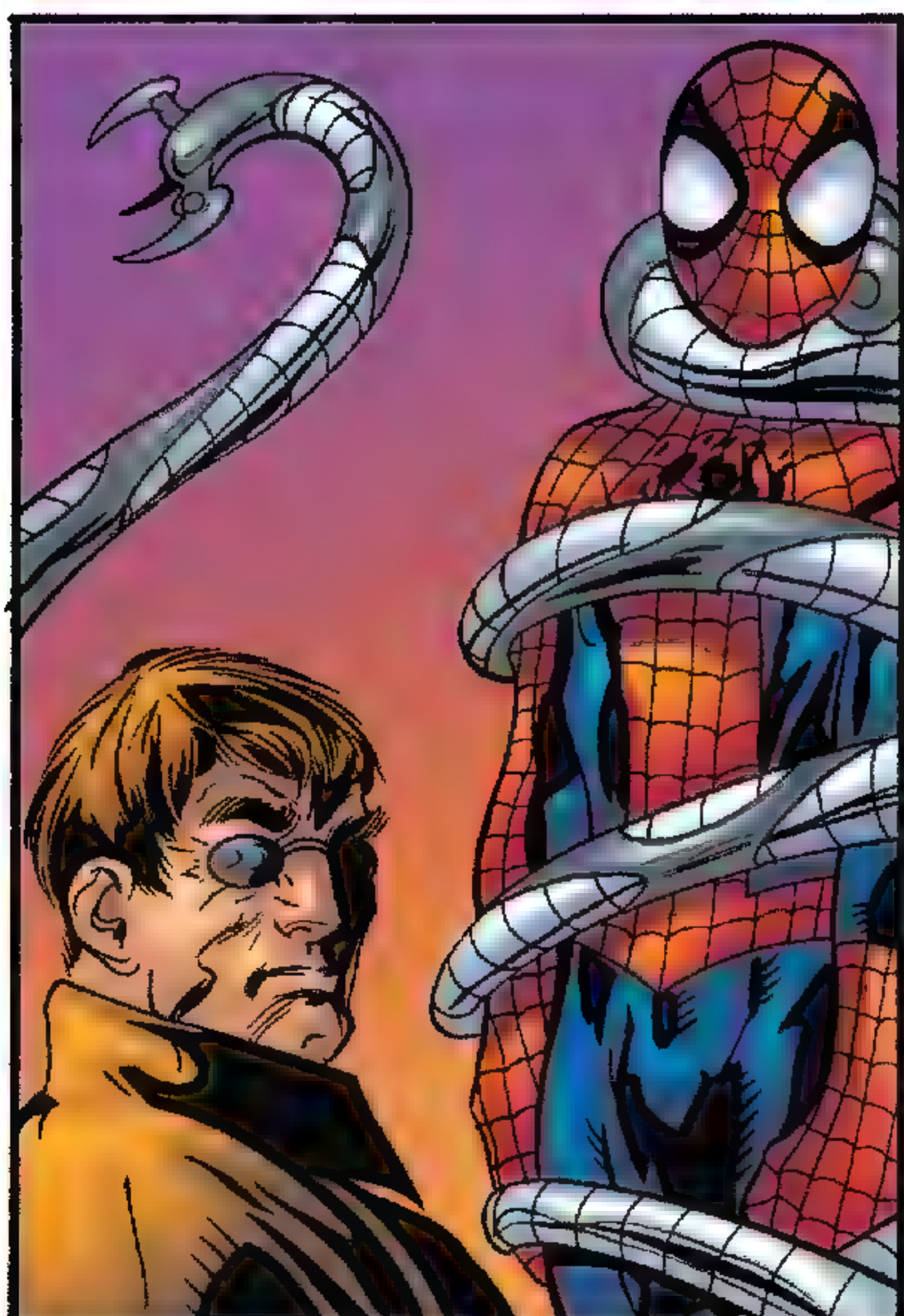


"We" who? You whacked-out wacky whack job...



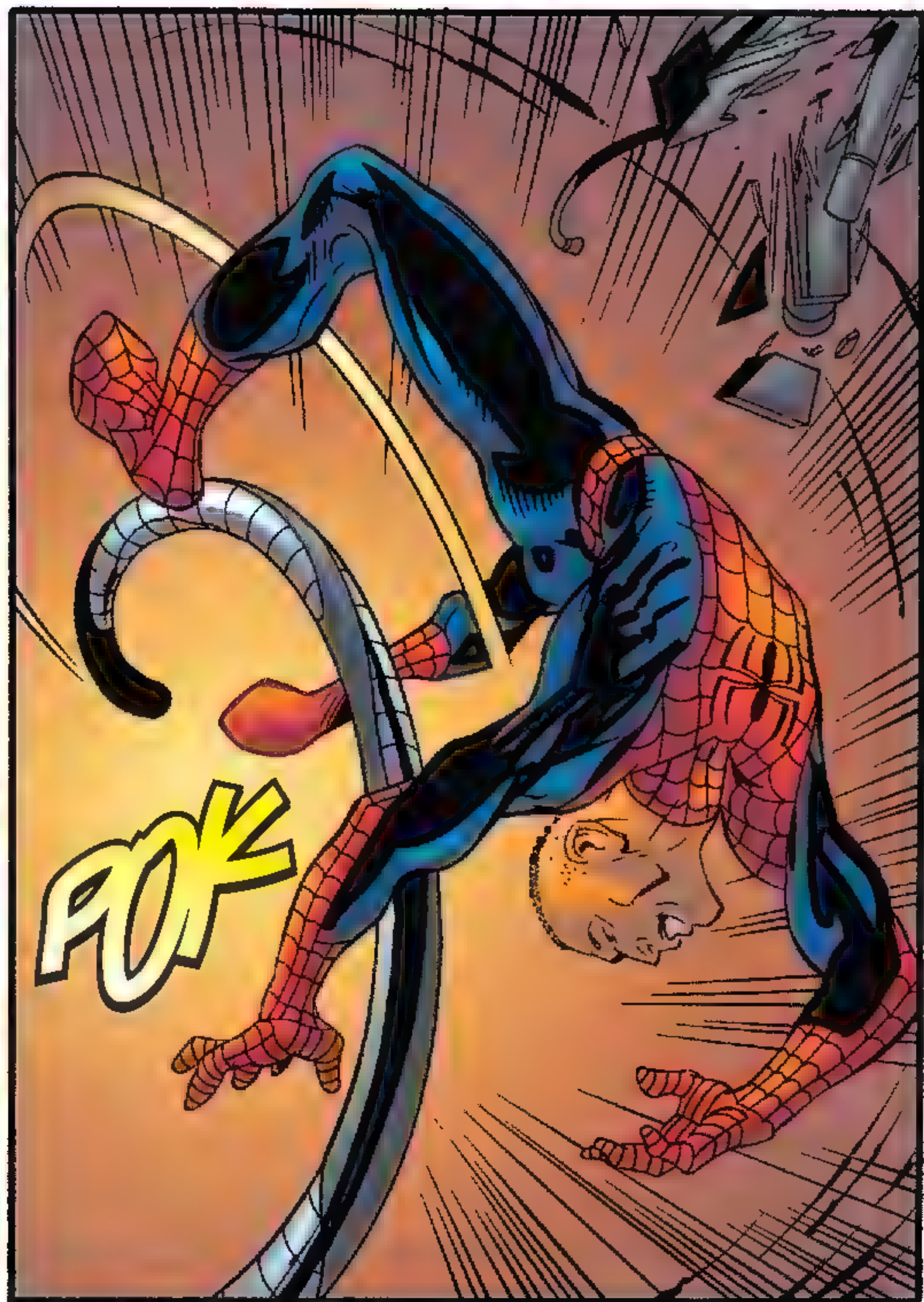
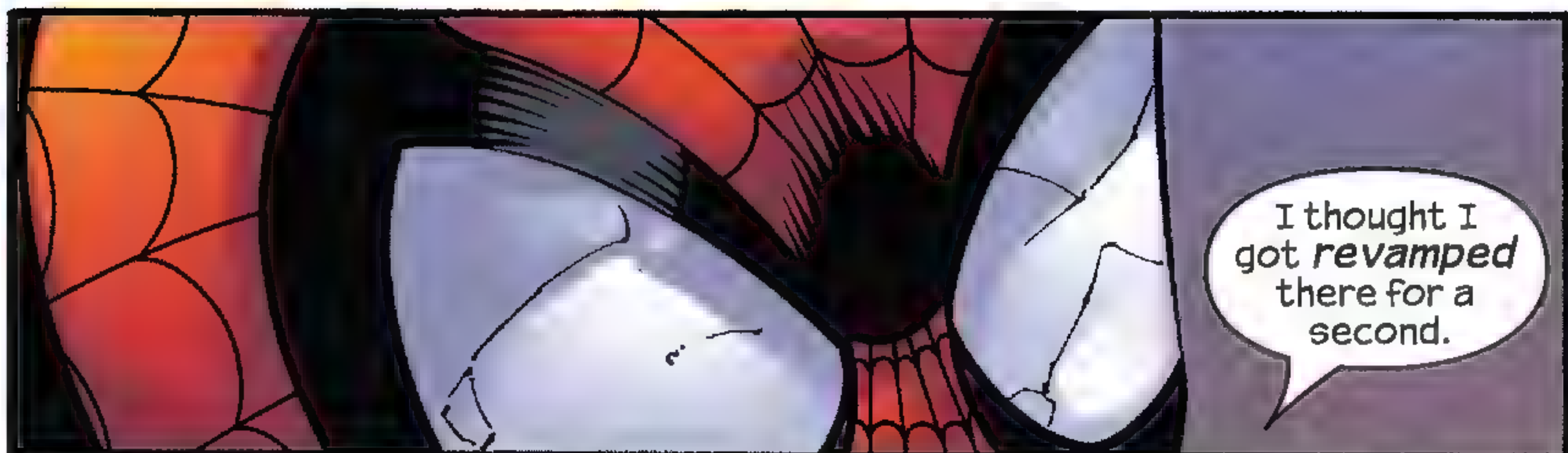
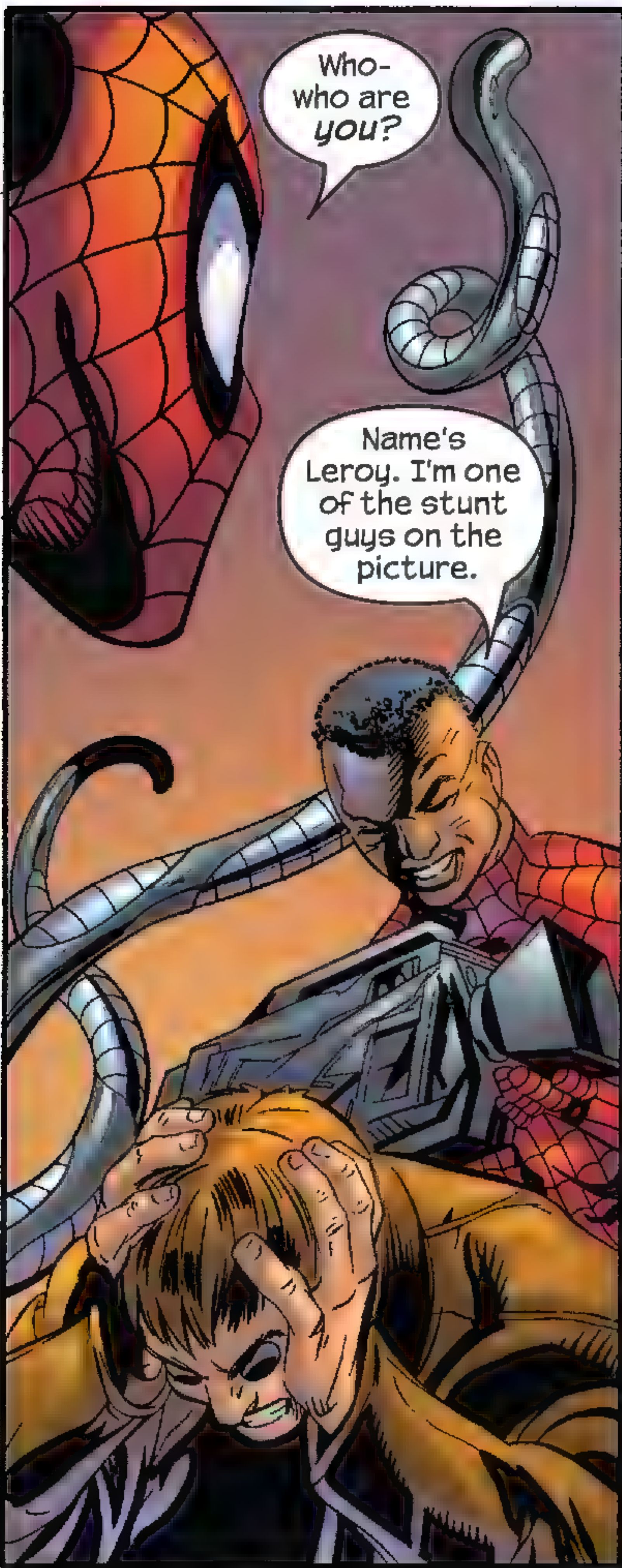
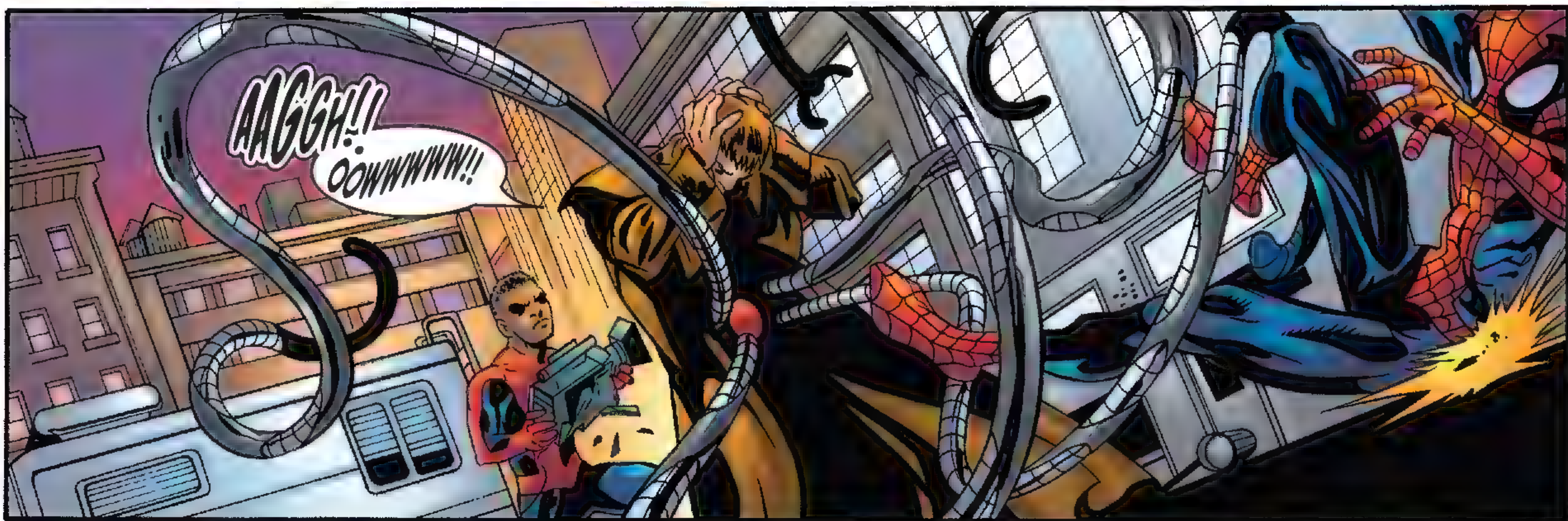
AAAGGHH!!

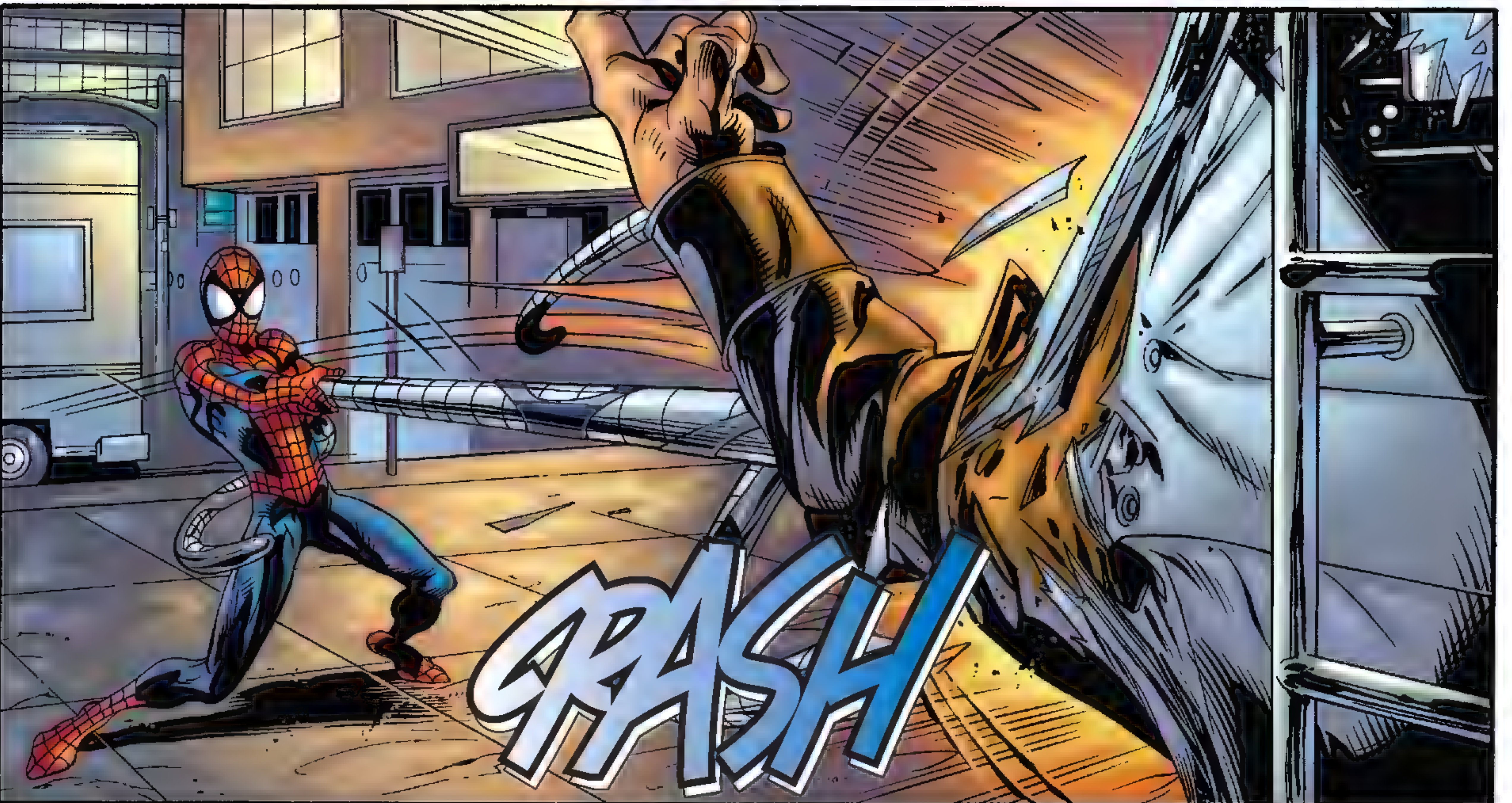
OH, GOD, DON'T KILL ME!!! I'M JUST AN ACTOR!!

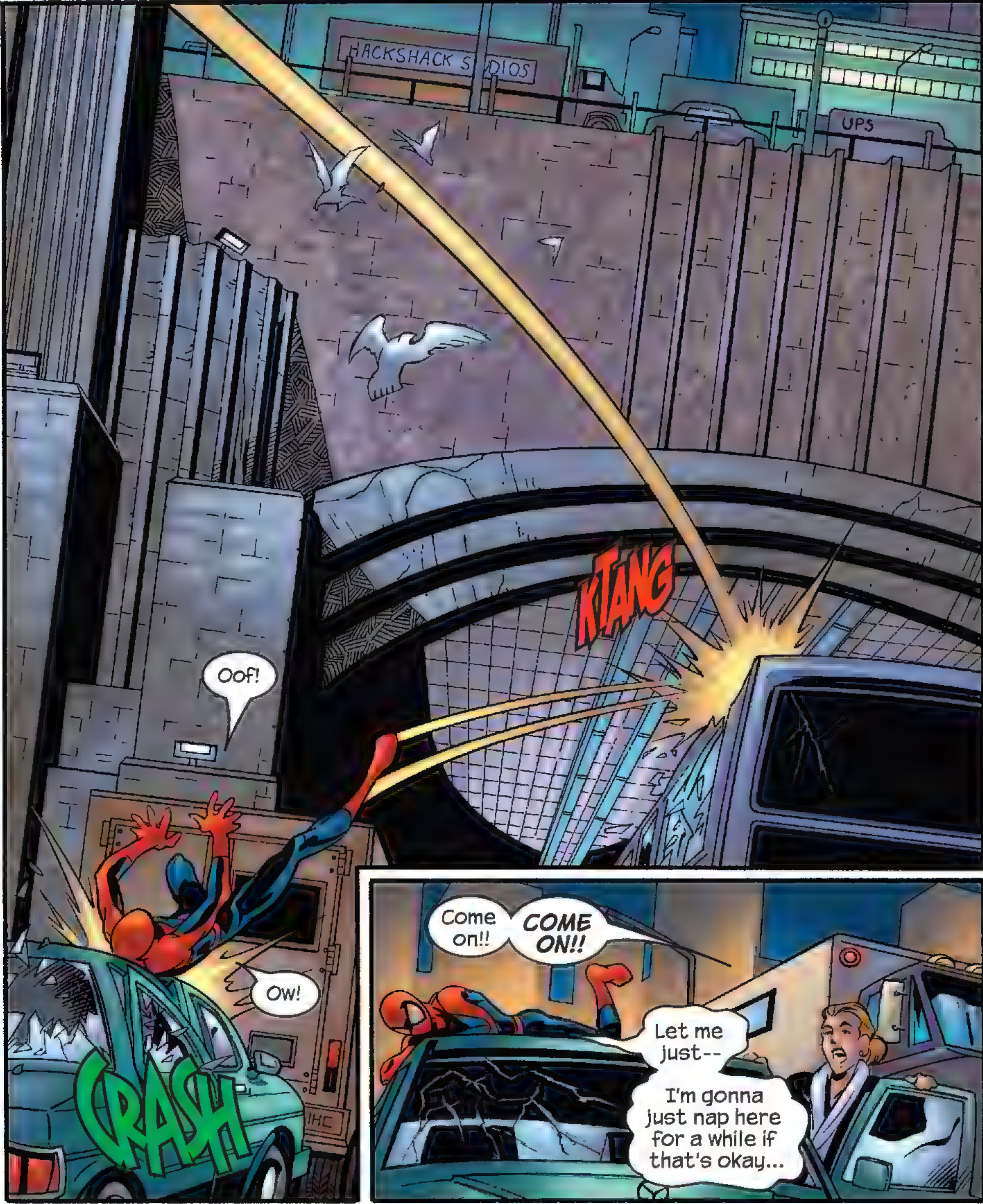


We didn't come here looking for *you*, Mr. Parker.

But we are absolutely *delighted* at the opportunity you have presented us with.





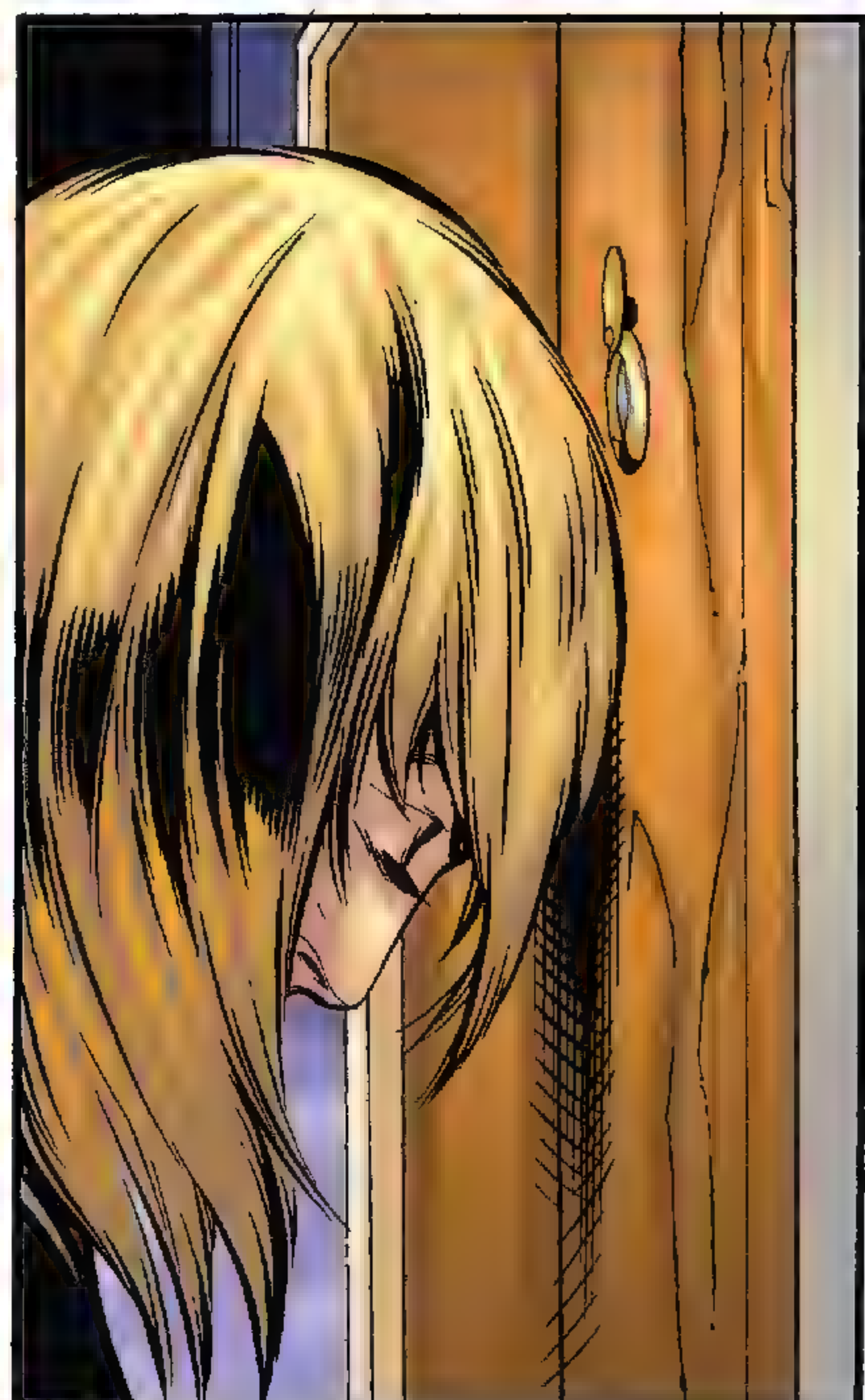
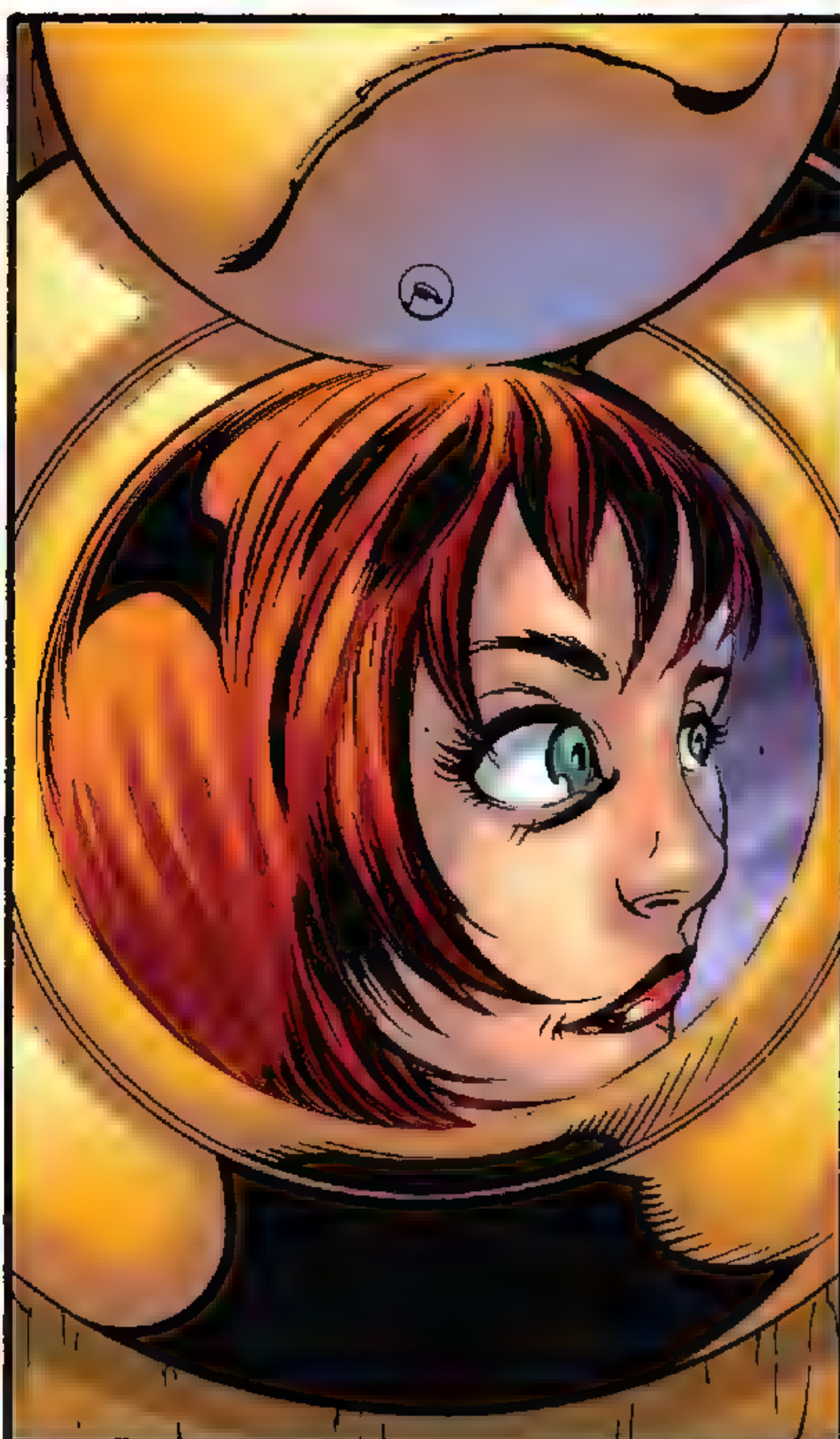
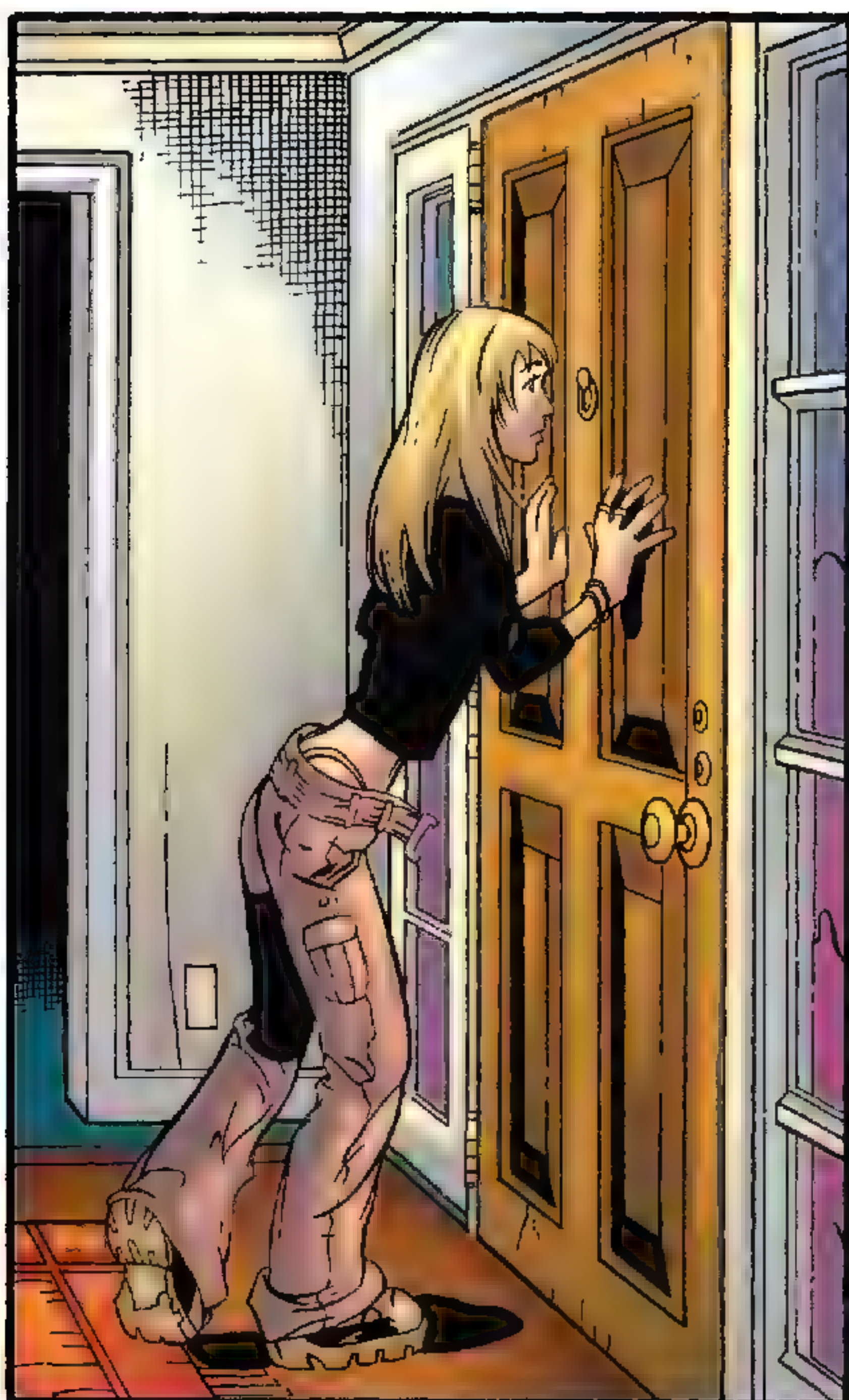




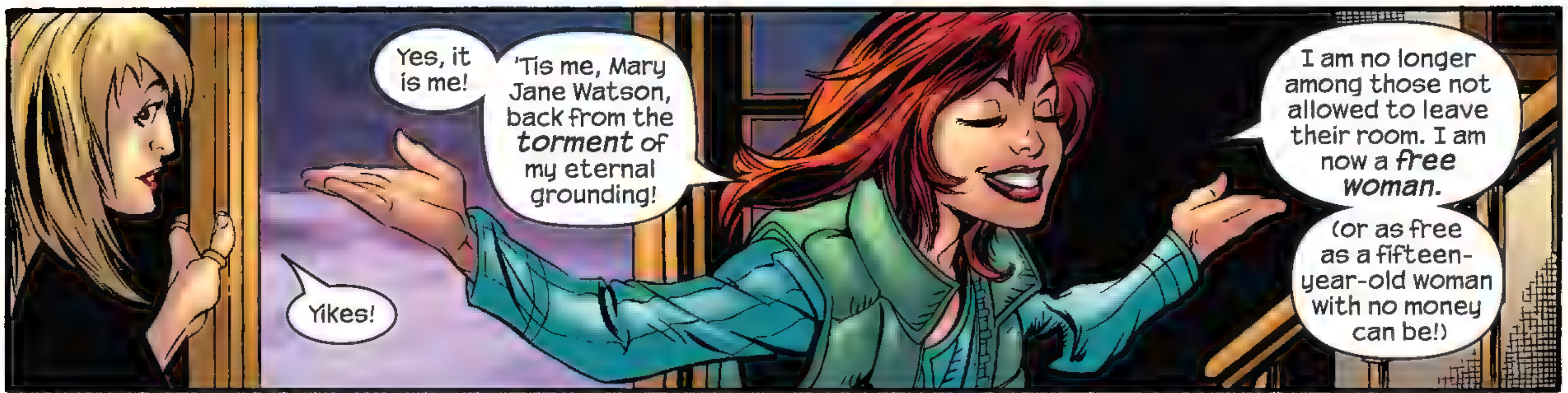
**BING
BONG**



AAGGHH...
Jeez.



Hello,
gorgeous!!



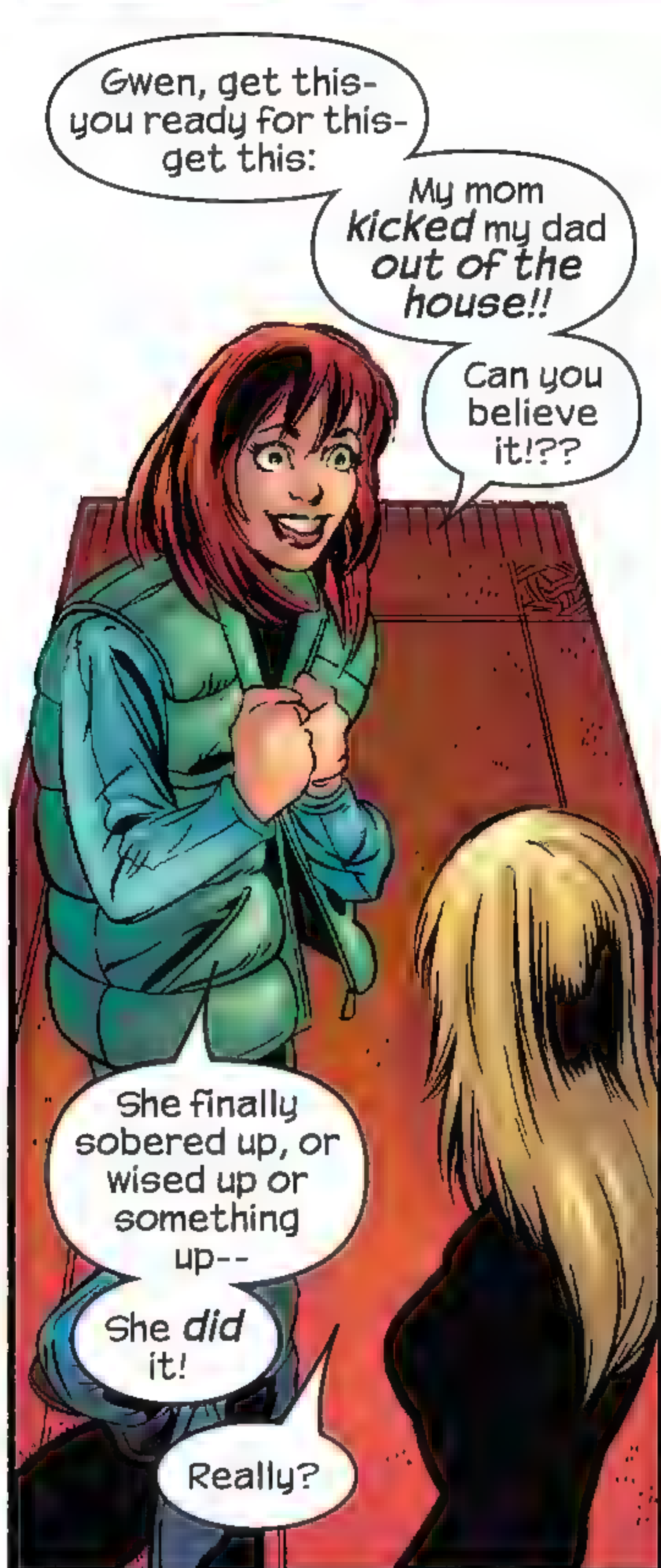
Yes, it is me!

'Tis me, Mary Jane Watson, back from the *torment* of my eternal grounding!

Yikes!

I am no longer among those not allowed to leave their room. I am now a *free woman*.

(or as free as a fifteen-year-old woman with no money can be!)



Gwen, get this- you ready for this- get this:

My mom *kicked* my dad *out of the house!!*

Can you believe it!??

She finally sobered up, or wised up or something up--

She *did* it!

Really?



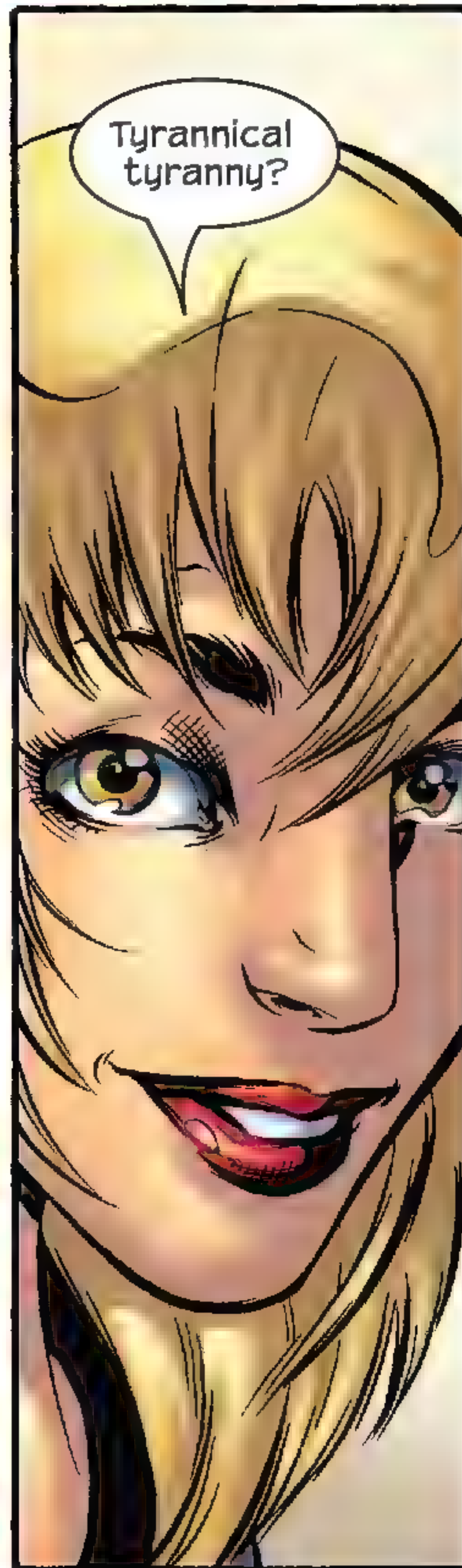
While we were at school- she told him to pack his stuff and *get out!*

And he *did!*

He *left!*

He gone bye-bye!

And with him leaves the tyrannical tyranny that was my life.



Tyrannical tyranny?



I'm on a roll.



Do not let me stop you...

He is gone! Out the door.

And with him the ludicrous, groundless, grounding that I have been subjected to.



Peter!! Peter!!!

He's--

I'm not grounded! Aunt May is gone to Florida! The sky is the--

He's not--

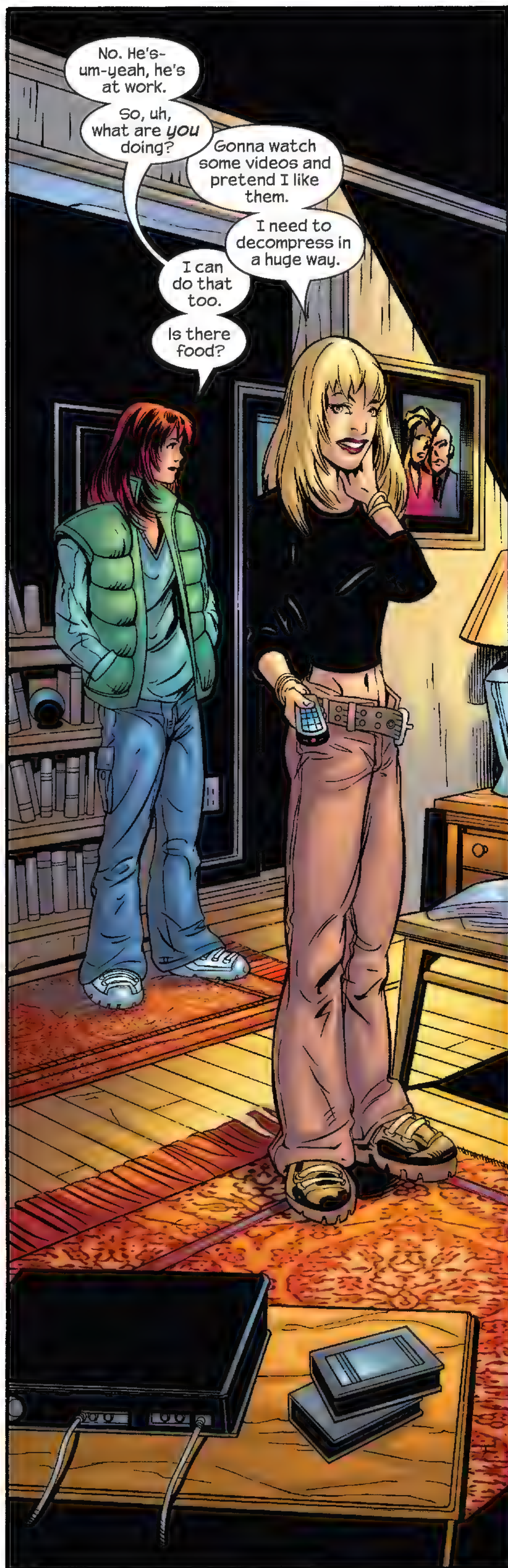


He's not here.

He's not here.

So, that's that then.

He's at work, right?



No. He's-
um-yeah, he's
at work.

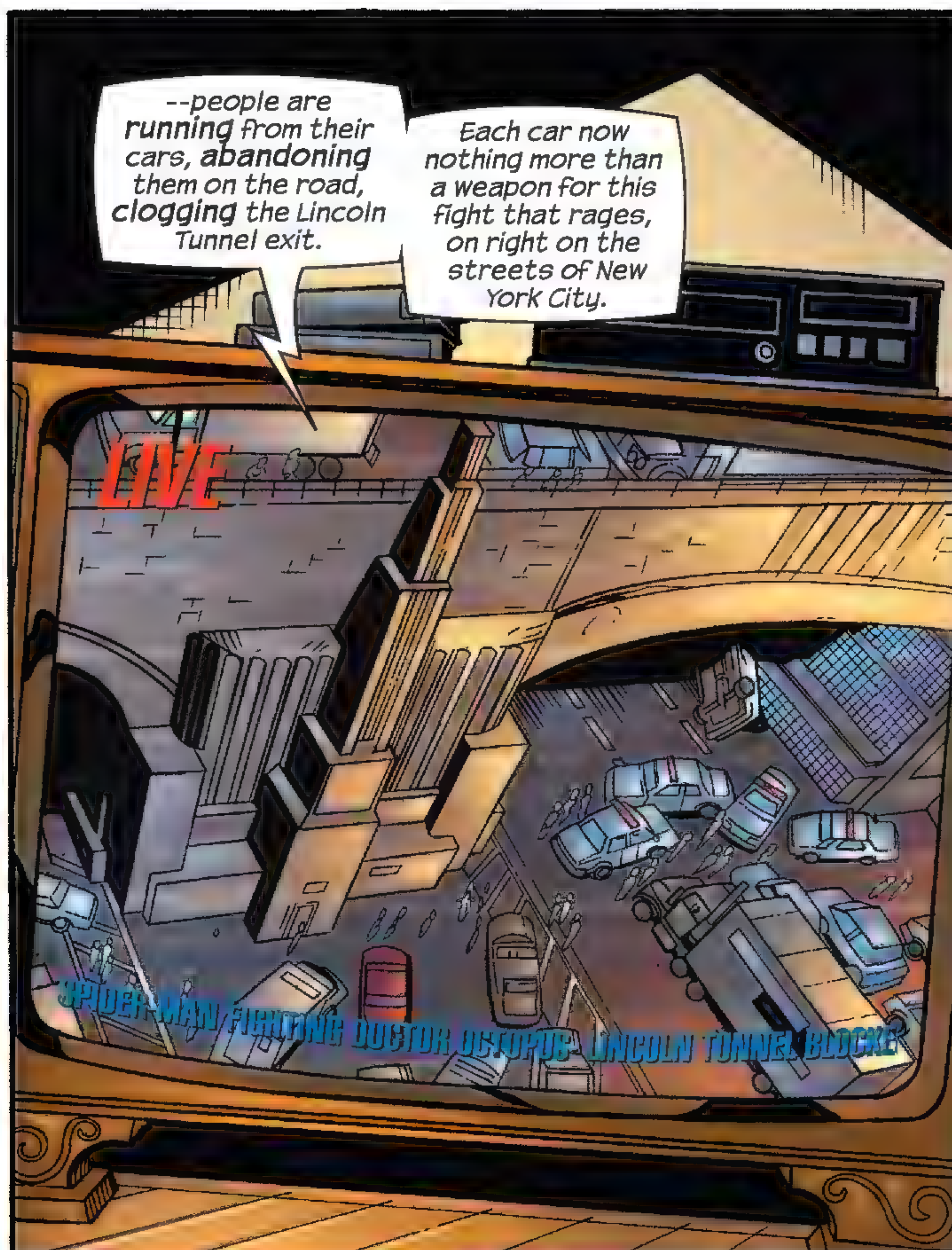
So, uh,
what are *you*
doing?

Gonna watch
some videos and
pretend I like
them.

I need to
decompress in
a huge way.

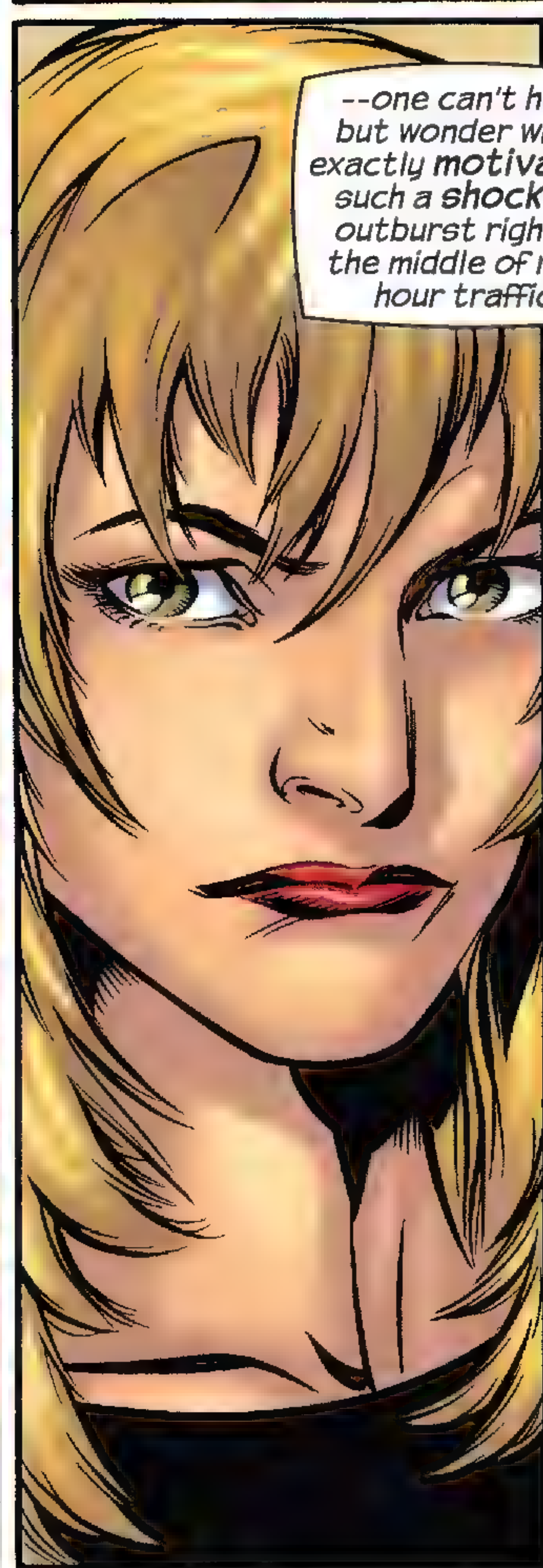
I can
do that
too.

Is there
food?



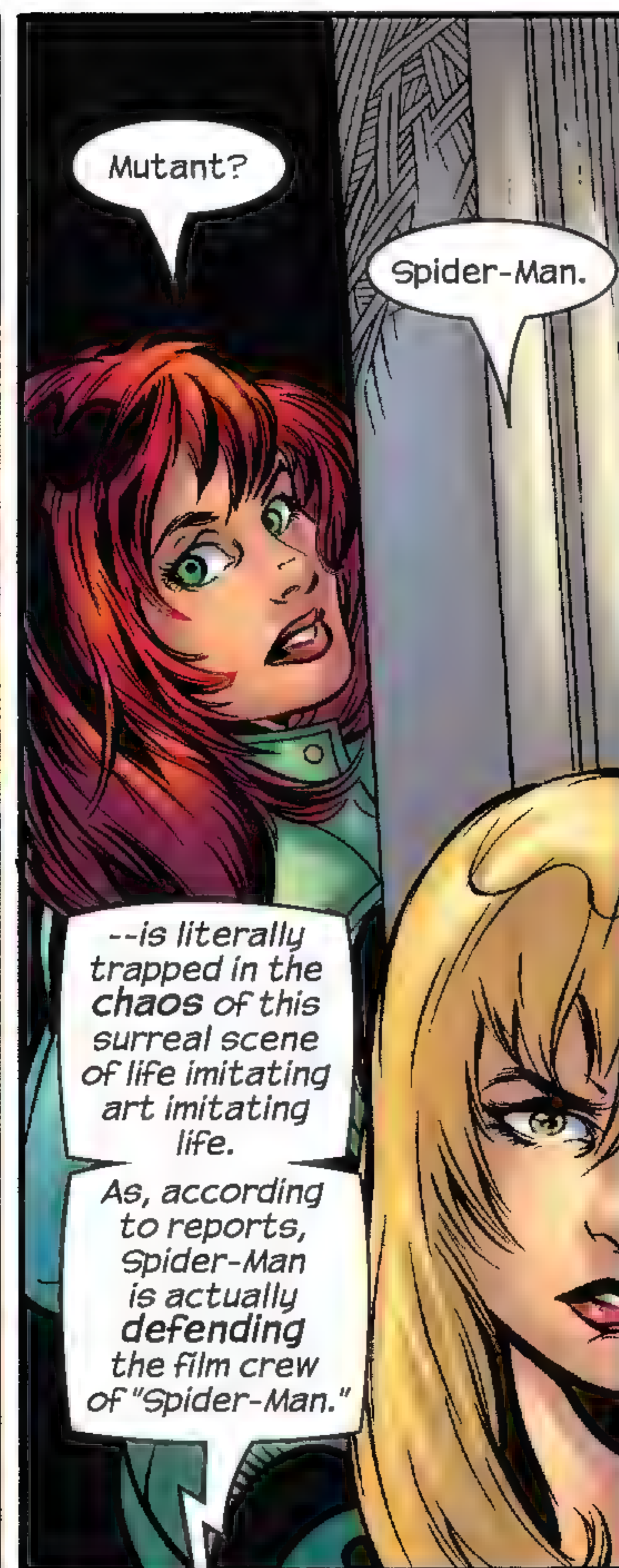
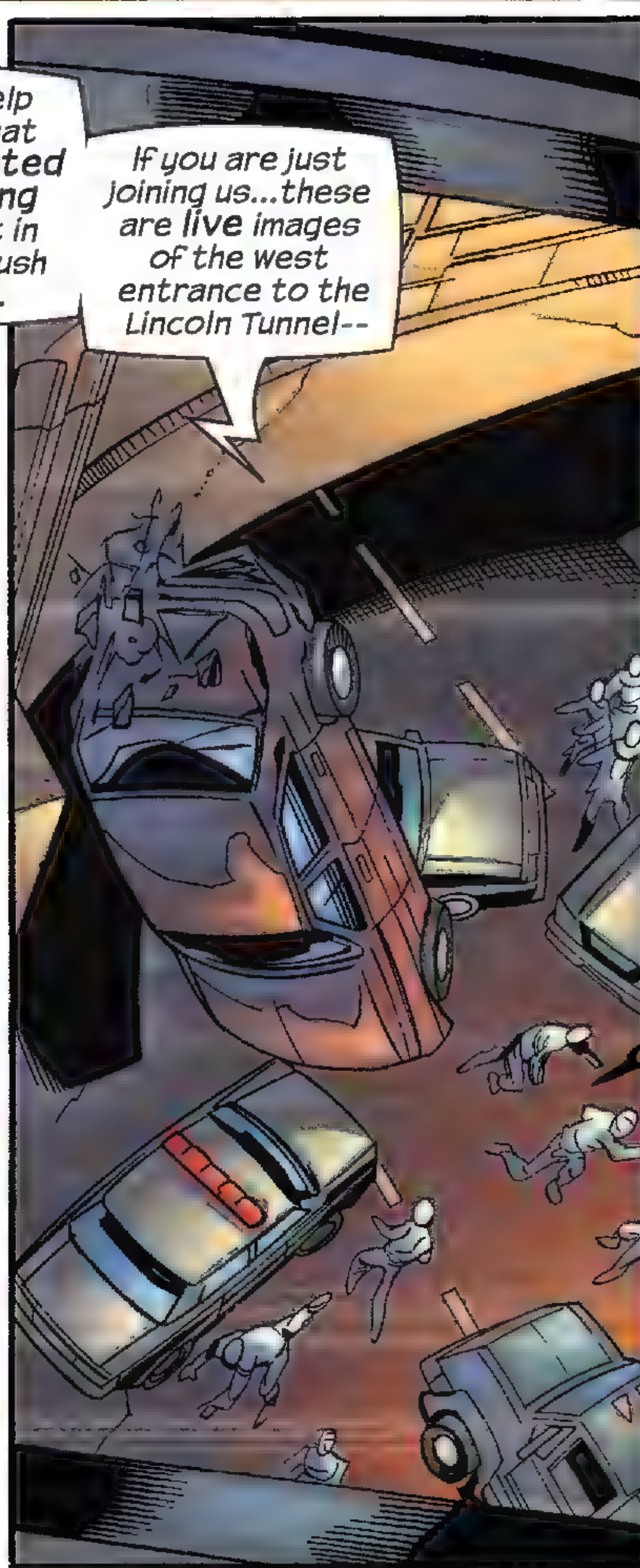
--people are
running from their
cars, abandoning
them on the road,
clogging the Lincoln
Tunnel exit.

Each car now
nothing more than
a weapon for this
fight that rages,
on right on the
streets of New
York City.



--one can't help
but wonder what
exactly motivated
such a shocking
outburst right in
the middle of rush
hour traffic.

If you are just
joining us...these
are live images
of the west
entrance to the
Lincoln Tunnel--

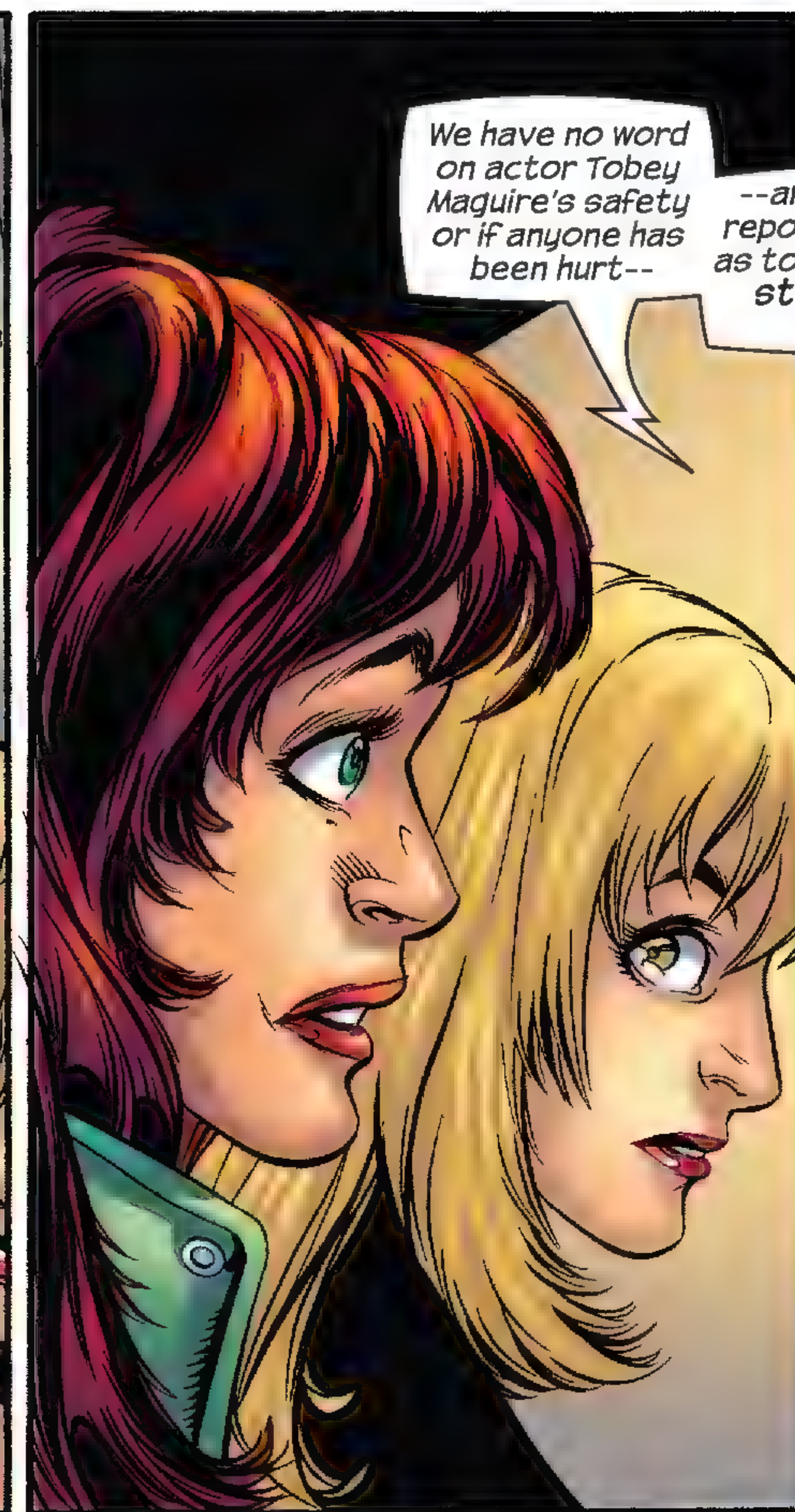


Mutant?

Spider-Man.

--is literally
trapped in the
chaos of this
surreal scene
of life imitating
art imitating
life.

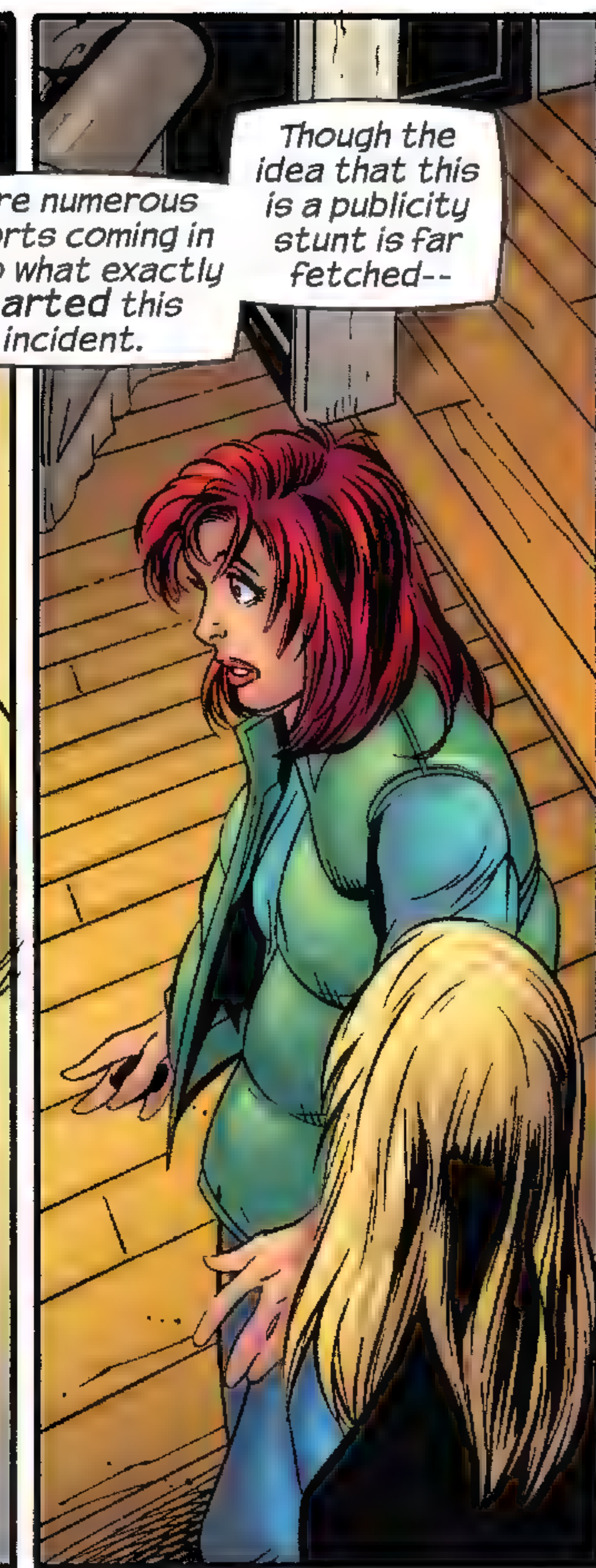
As, according
to reports,
Spider-Man
is actually
defending
the film crew
of "Spider-Man."



We have no word
on actor Tobey
Maguire's safety
or if anyone has
been hurt--

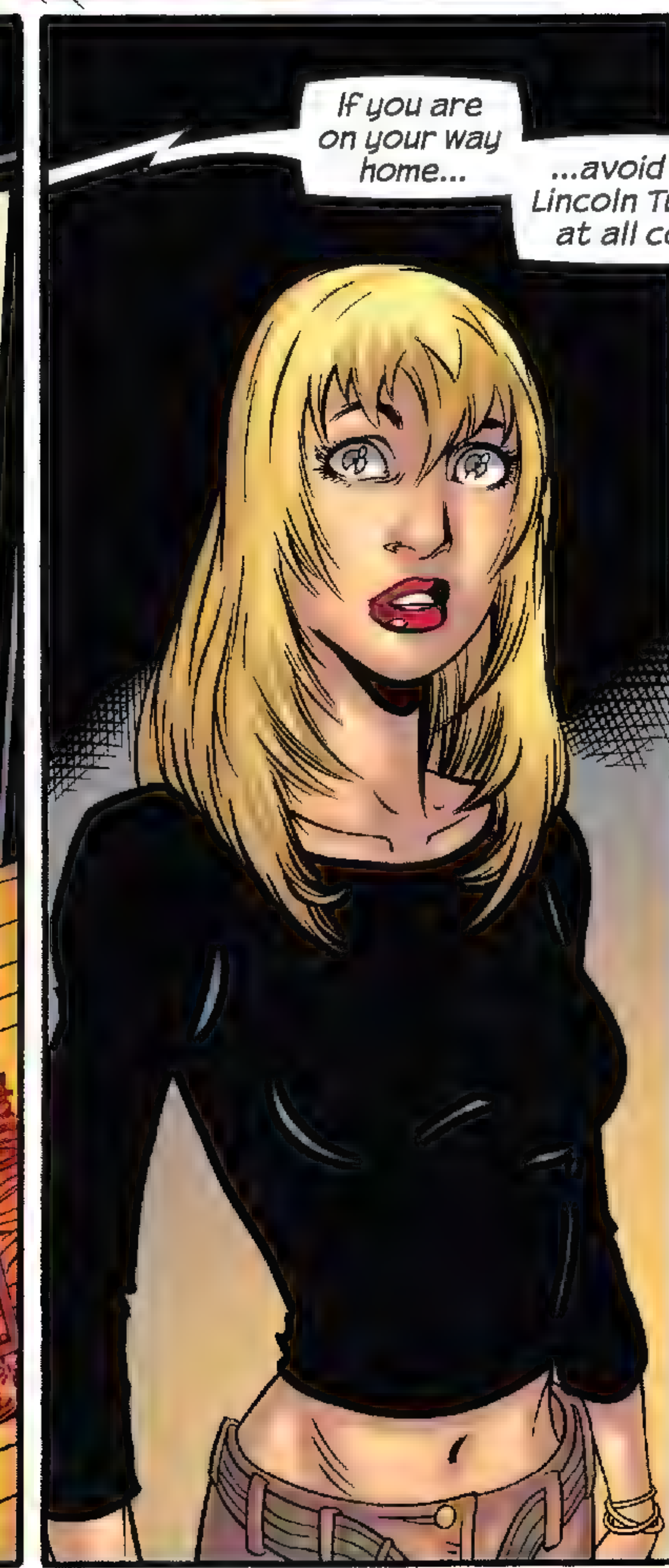
--are numerous
reports coming in
as to what exactly
started this
incident.

Though the
idea that this
is a publicity
stunt is far
fetched--



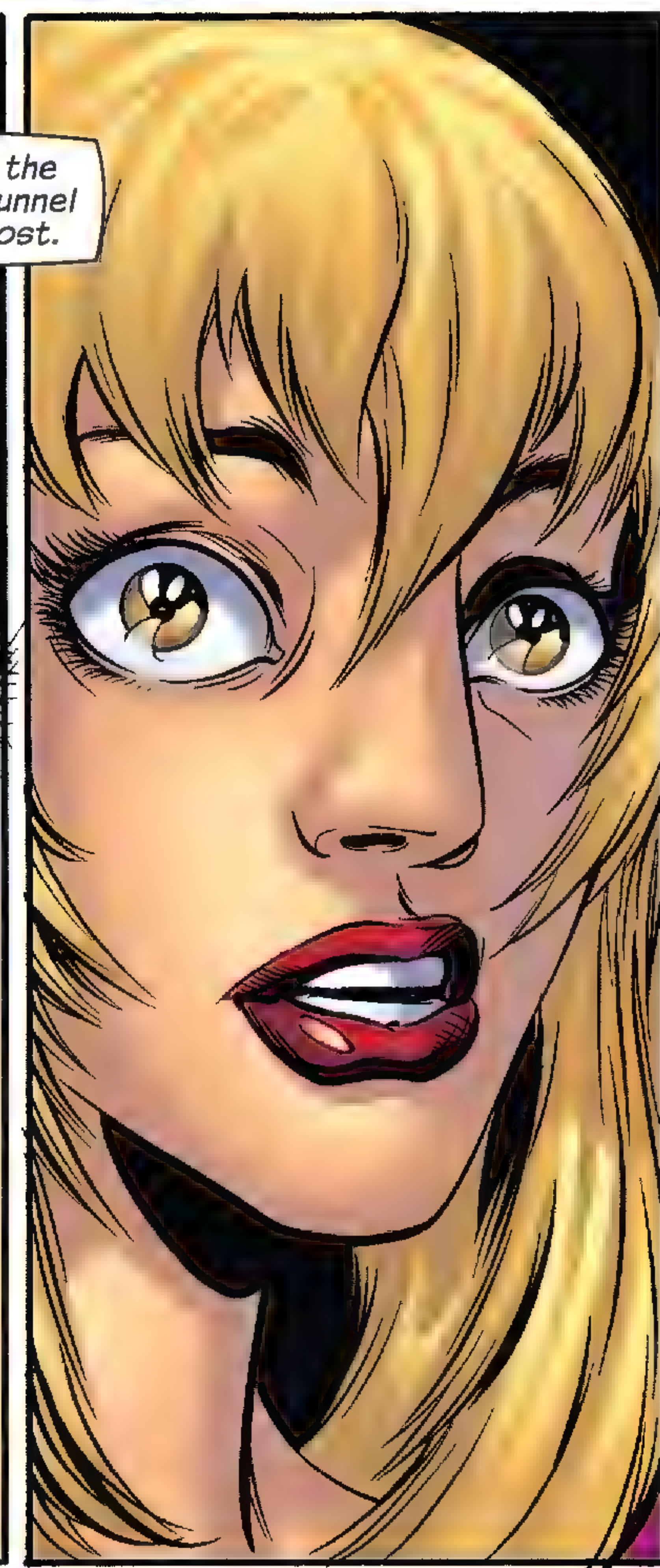
Hey, you
know what? I
forgot to call
my-um-I'll be
right back.

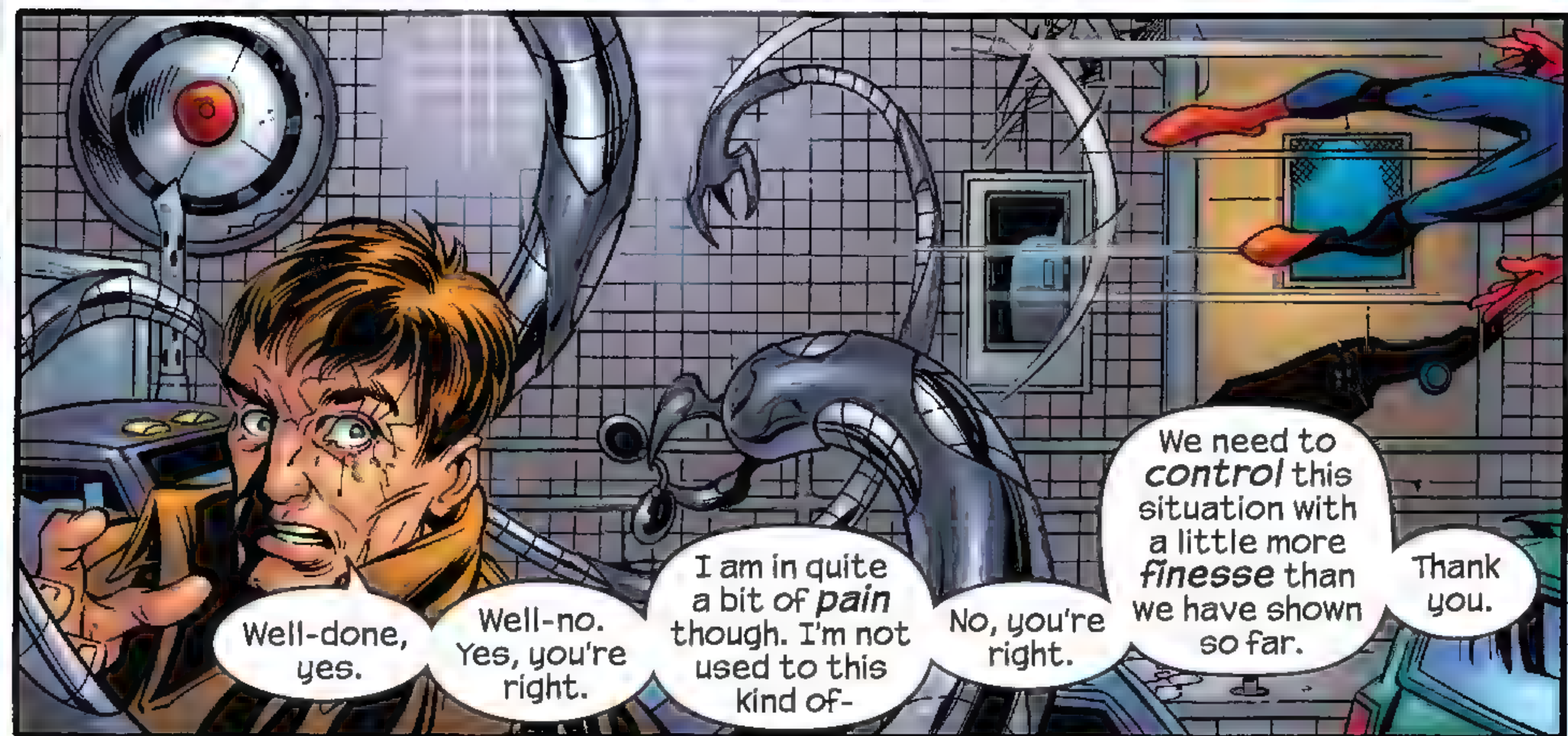
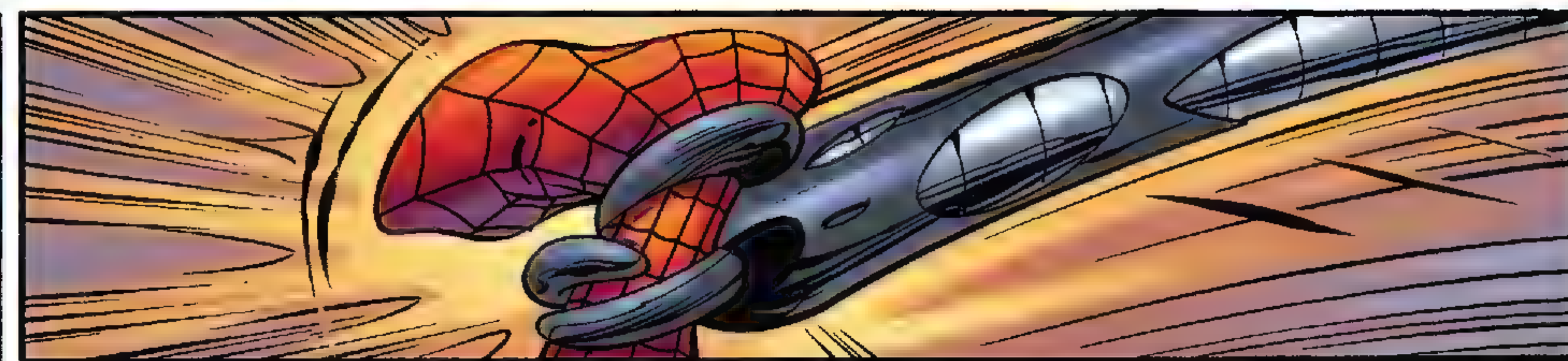
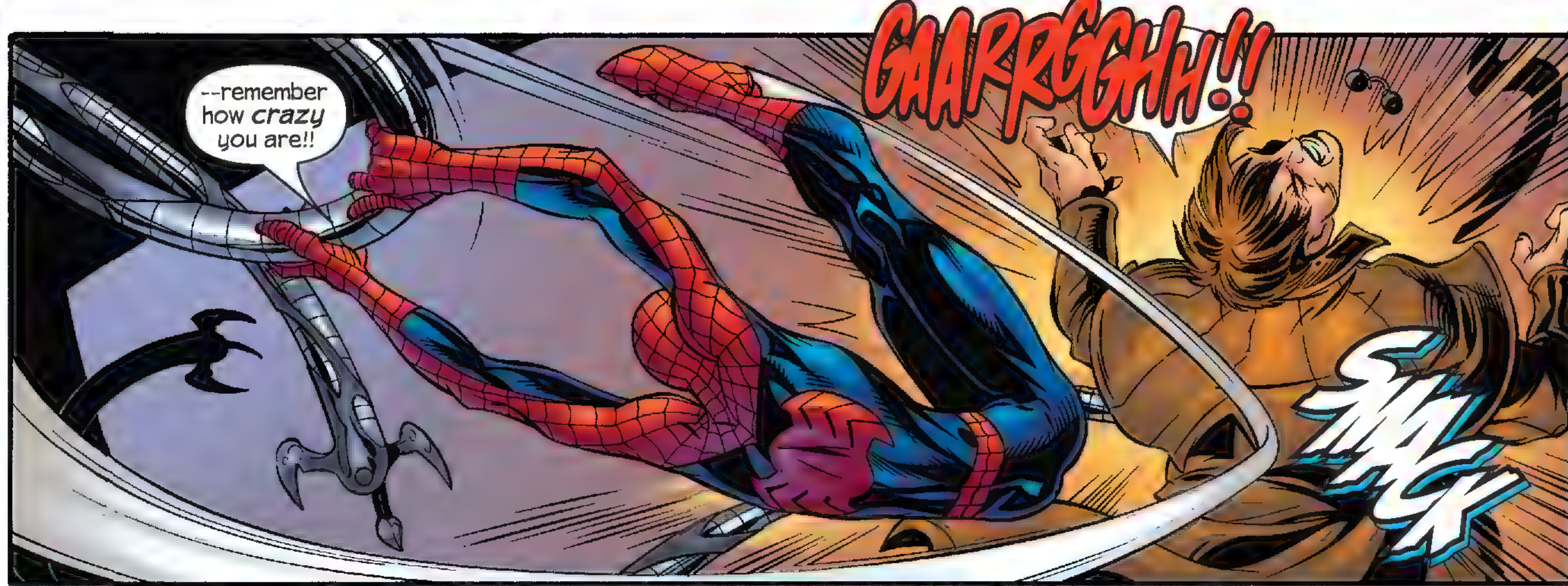
Um-yeah,
tell Peter-
um.

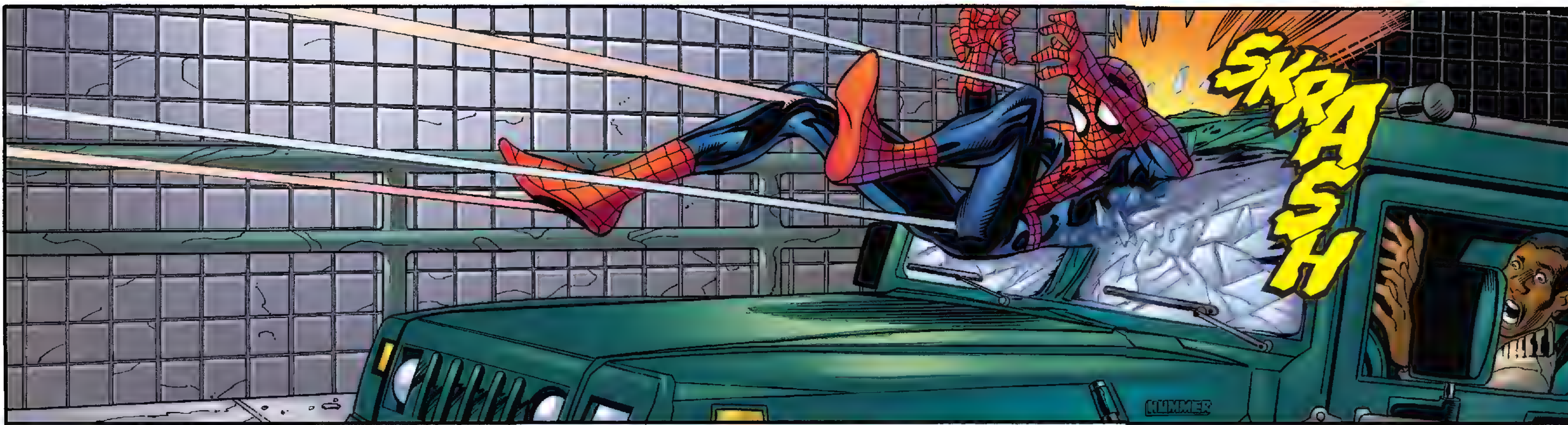


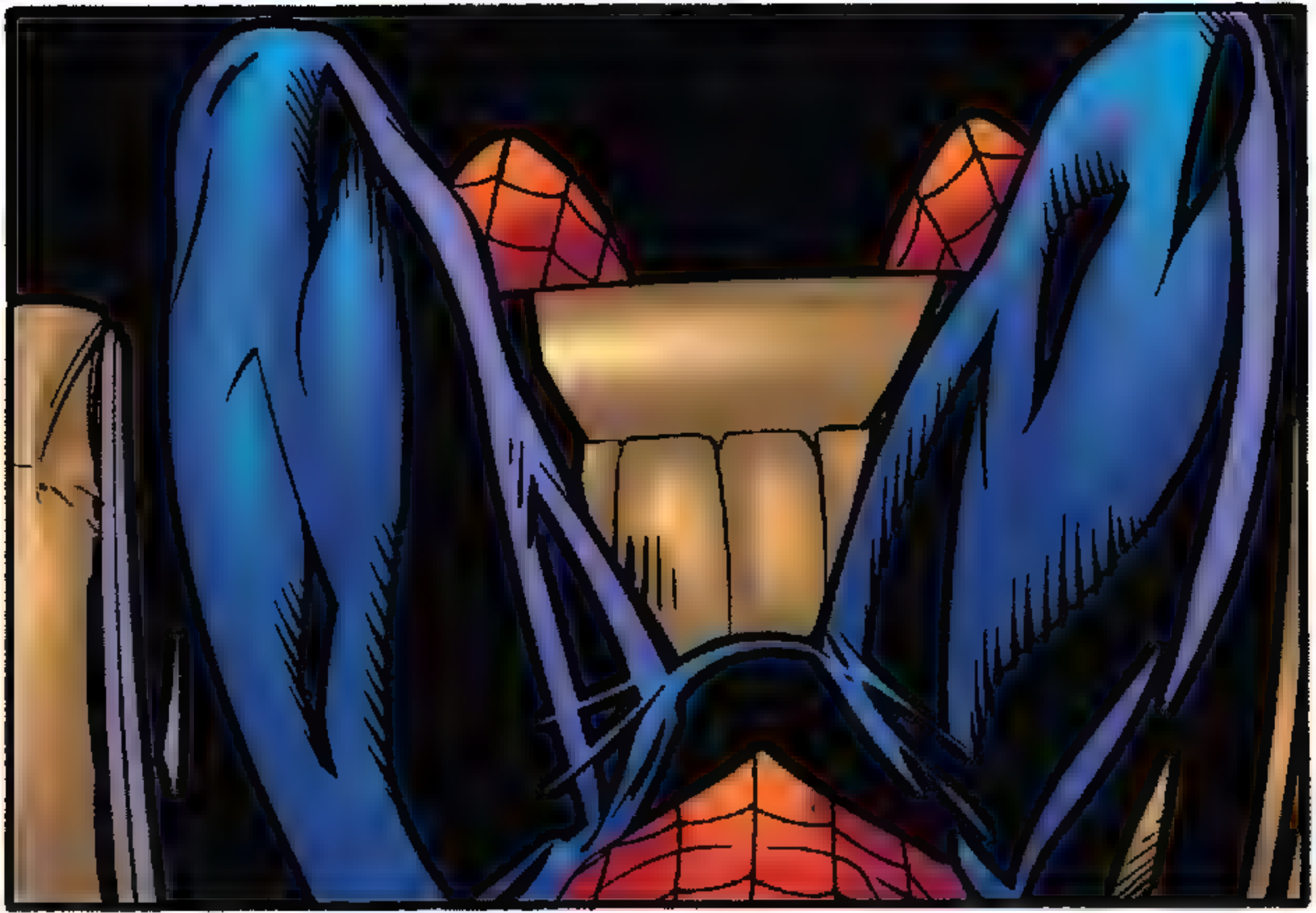
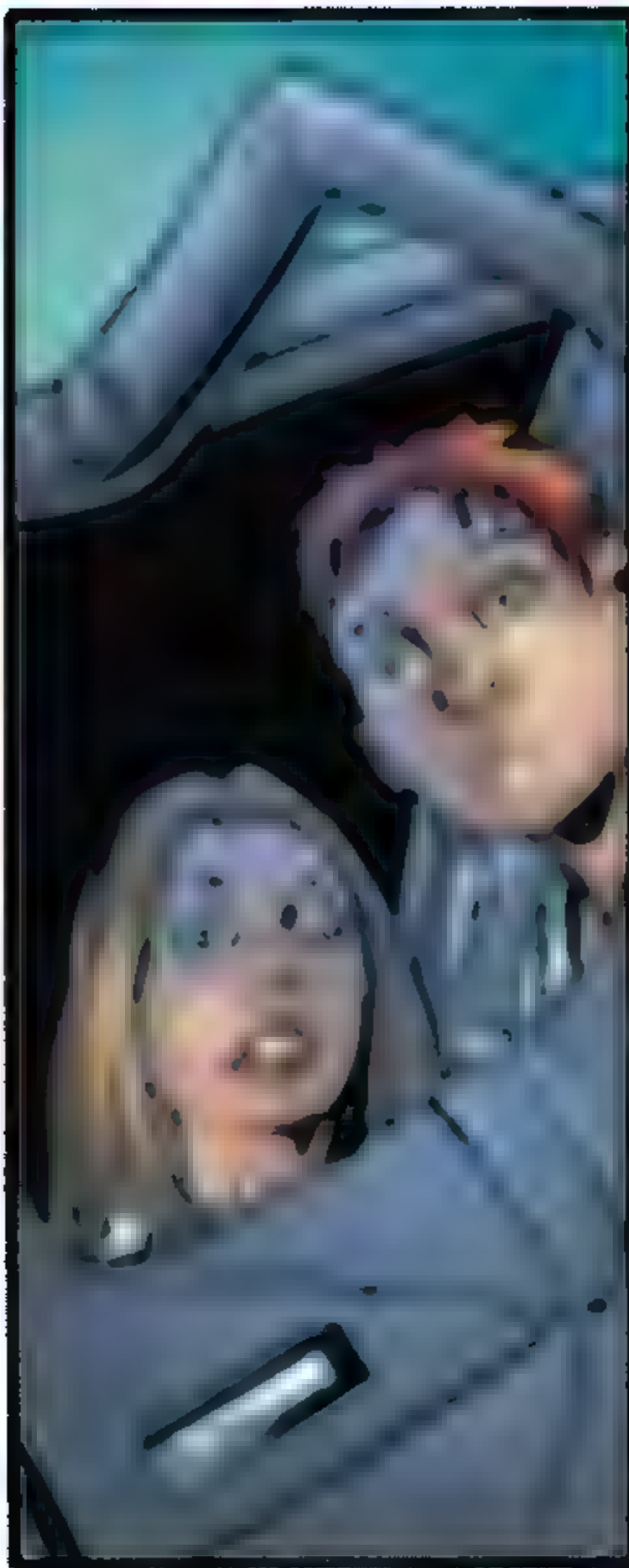
If you are
on your way
home...

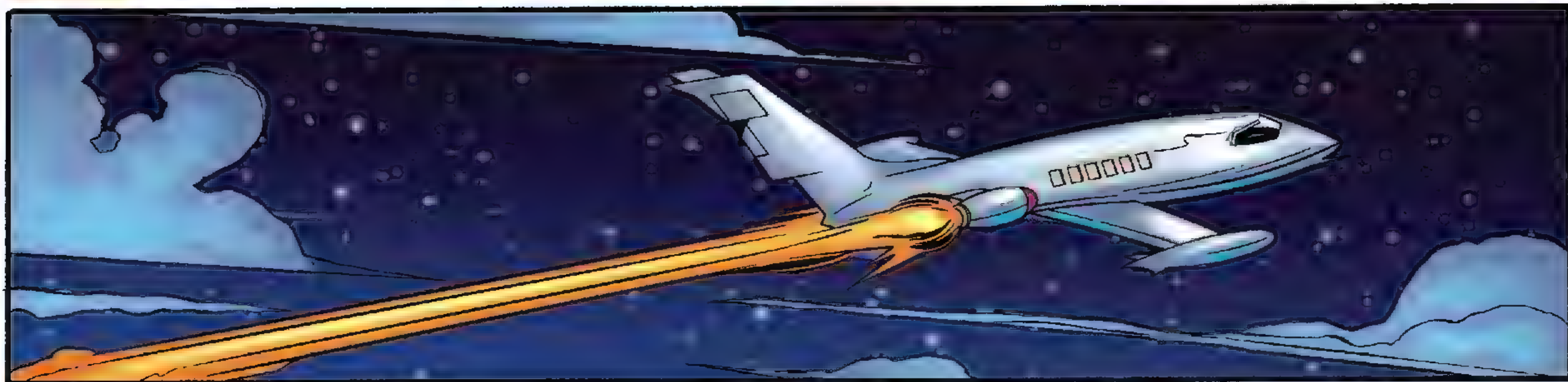
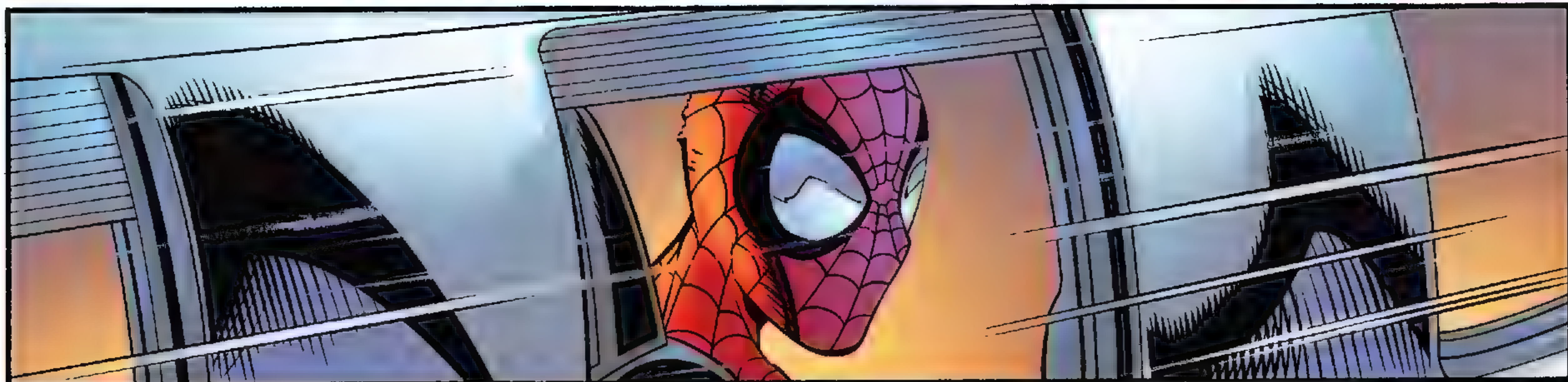
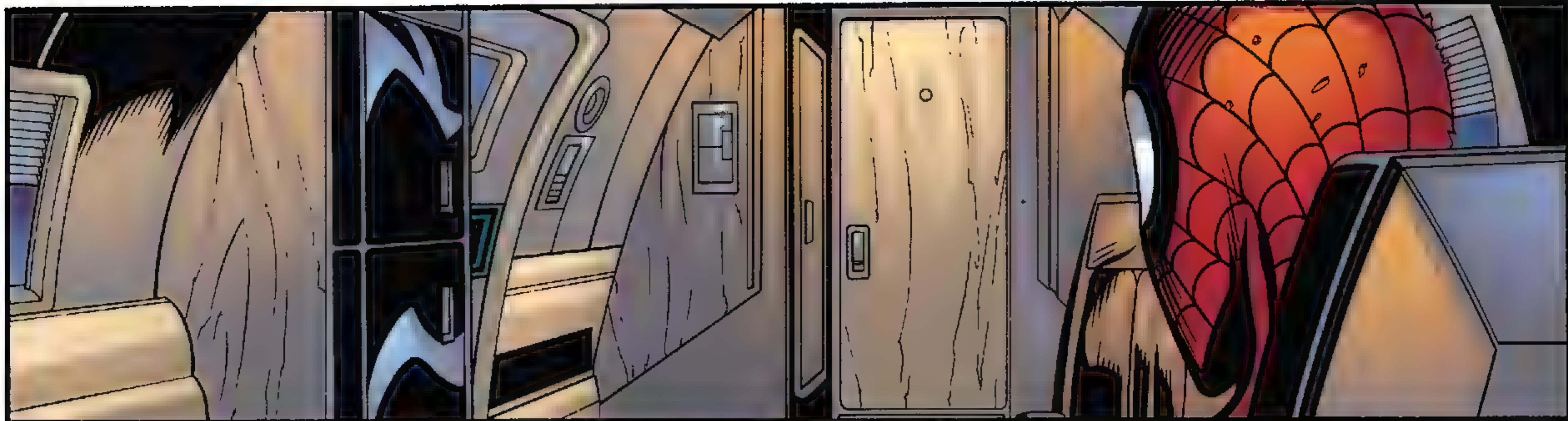
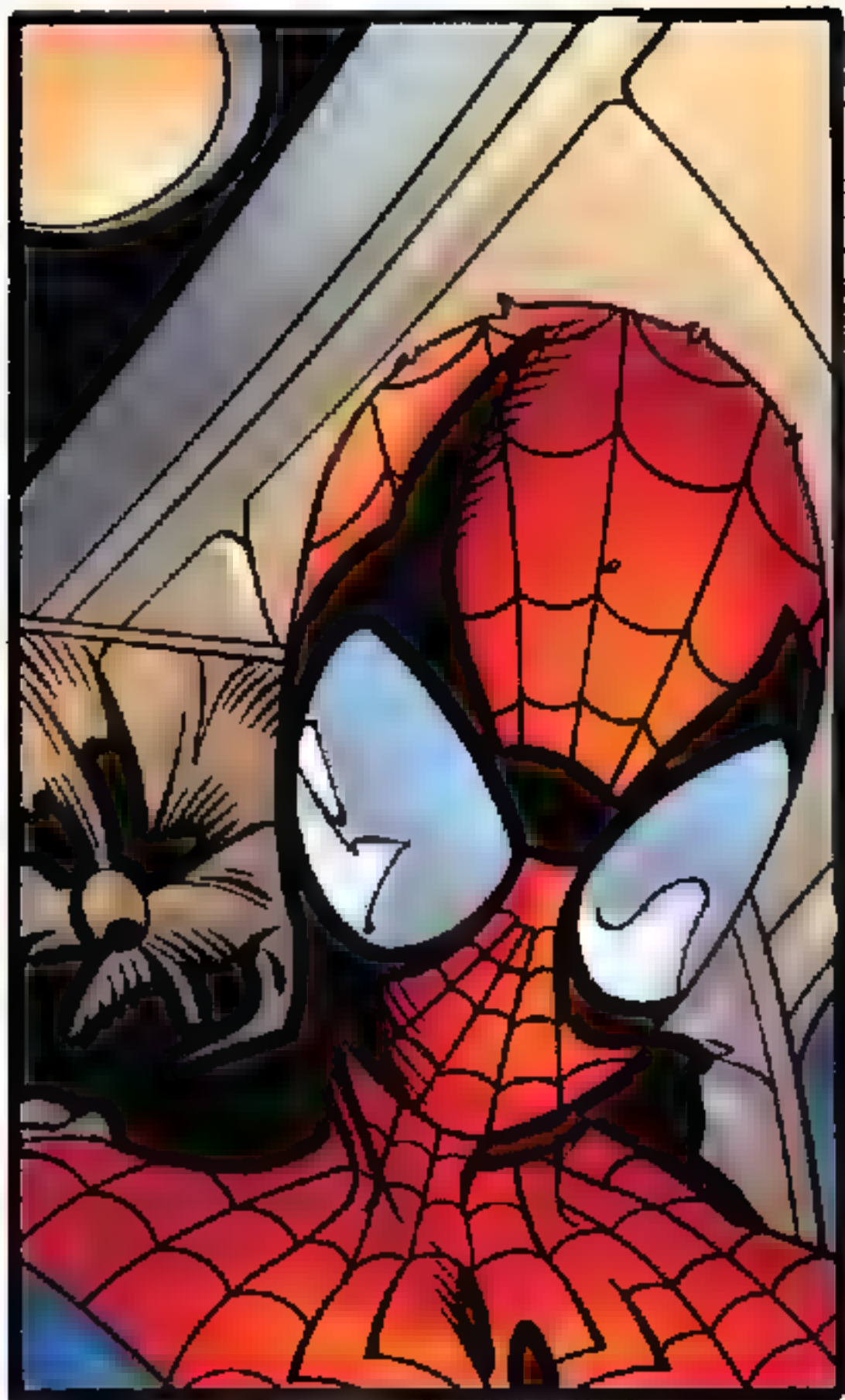
...avoid the
Lincoln Tunnel
at all cost.





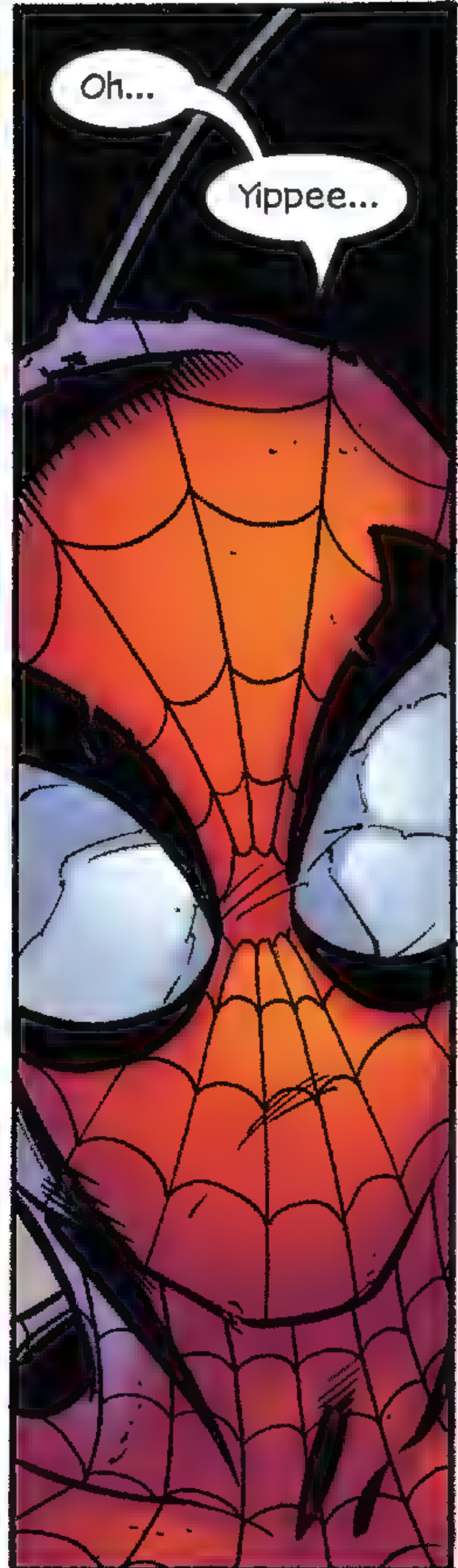
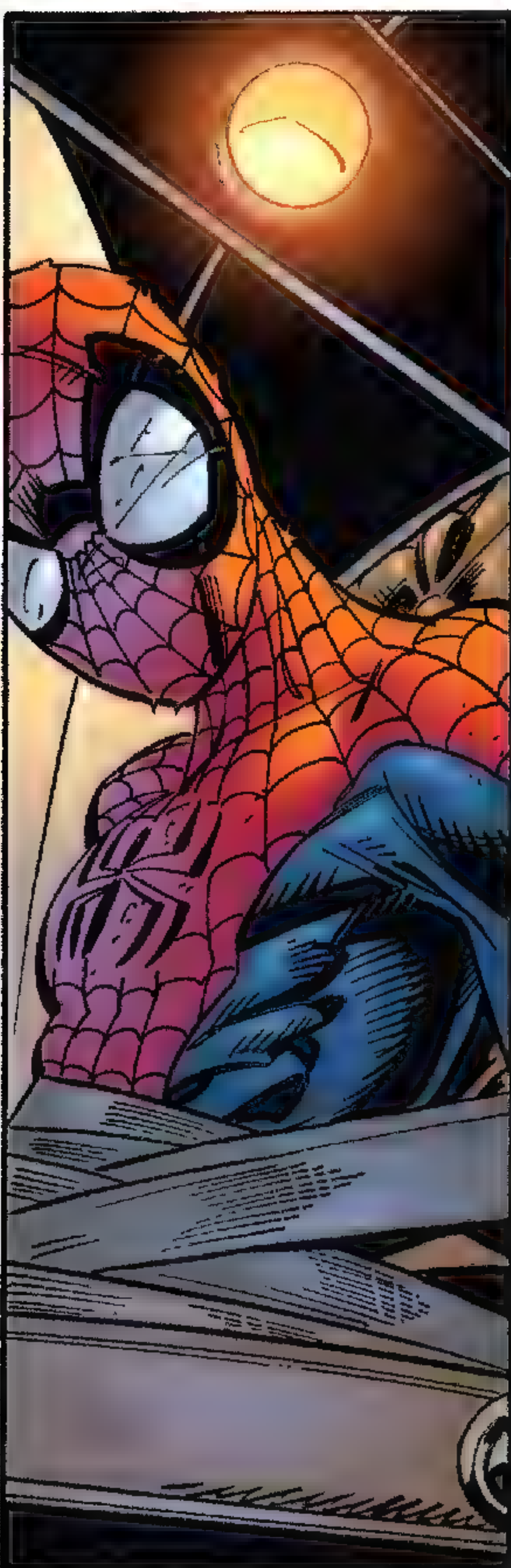
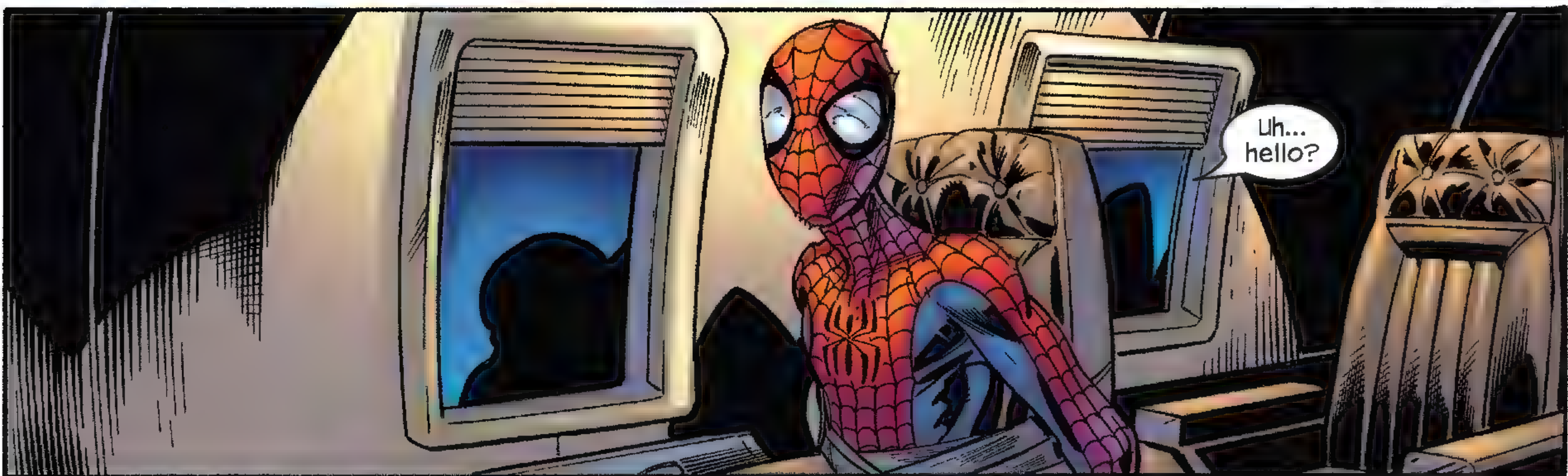














Lovely night to fly, Mr. Parker.

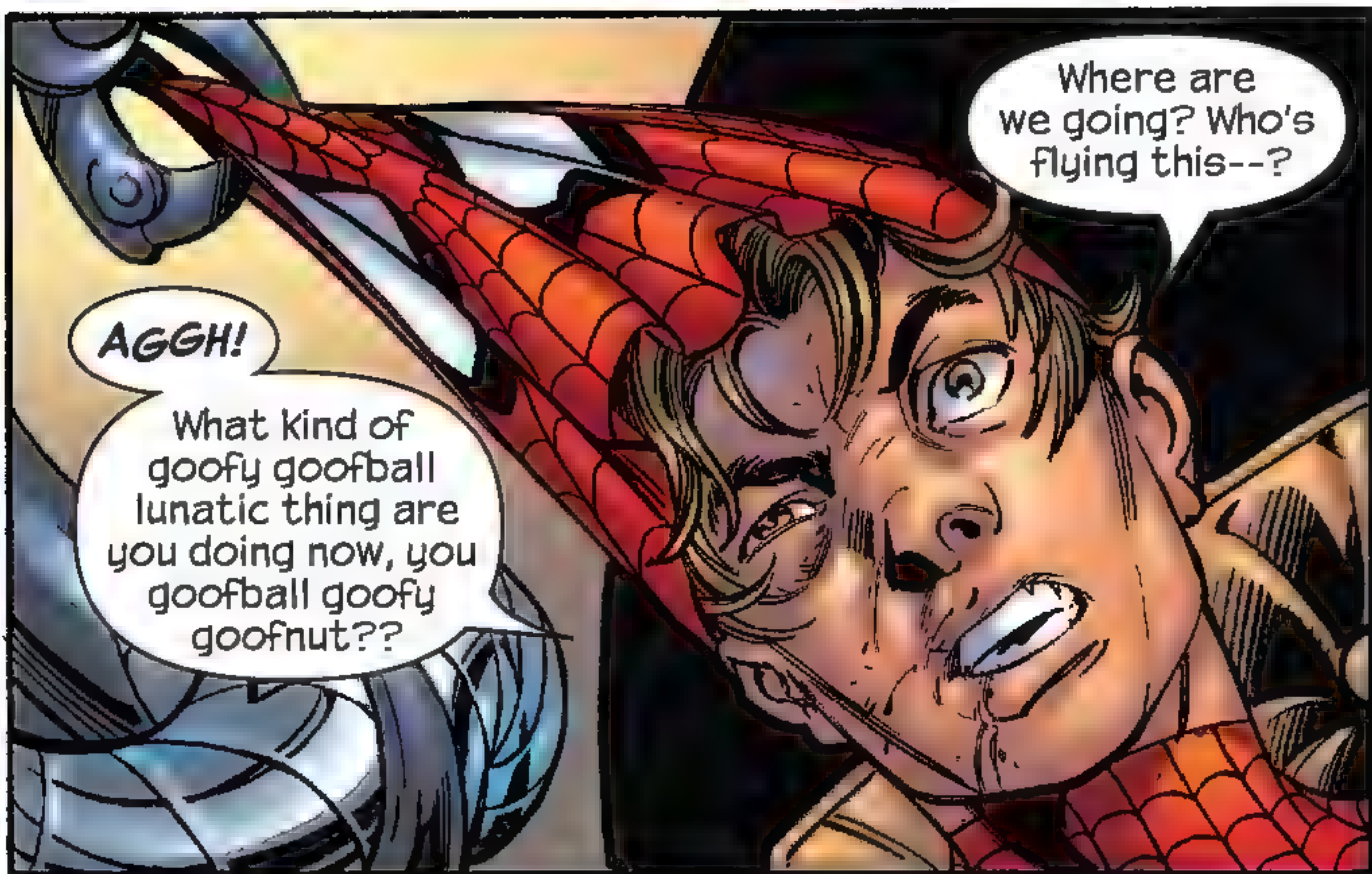


I'd imagine, that if you had *survived* this little *tete-a-tete* of ours...

Which, trust me, you *haven't*...

...that you, being a child, would have been quite *grounded* for being out this *late* on a *school* night.

Come on... Come on... **RRGGHH!!**



Where are we going? Who's flying this---?

AGGH!

What kind of goofy goofball lunatic thing are you doing now, you goofball goofy goofnut??



I have it under control...

And just so we're clear, Mr. Parker...



SPOK



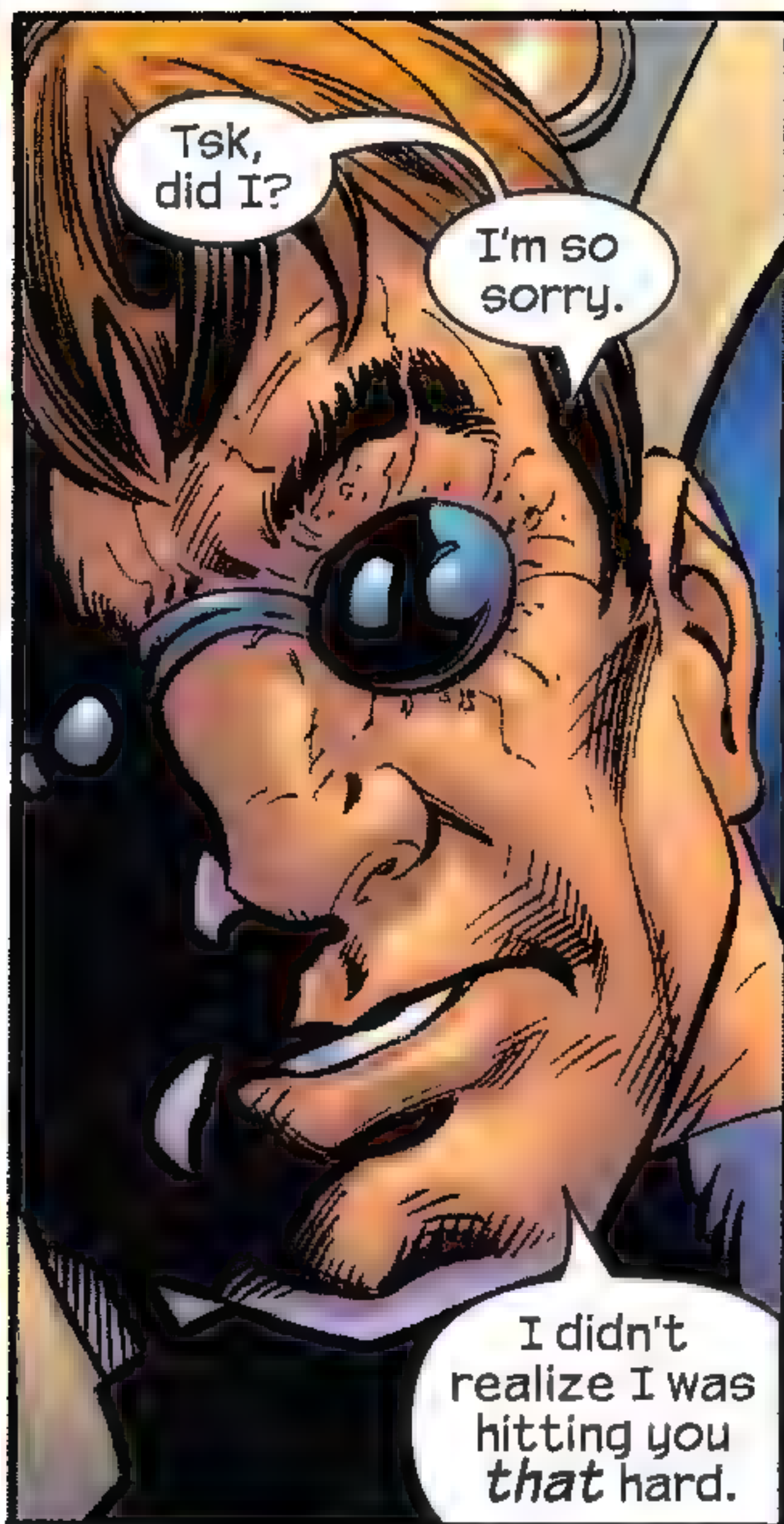
AAAAGGH!!

I did that because I wanted you to know that you weren't dreaming.

This *is* the rest of your life.

AAGH! God!

You loosened-
AGH, you loosened a tooth, you crazy, goofy-**OW!**



Tsk, did I?

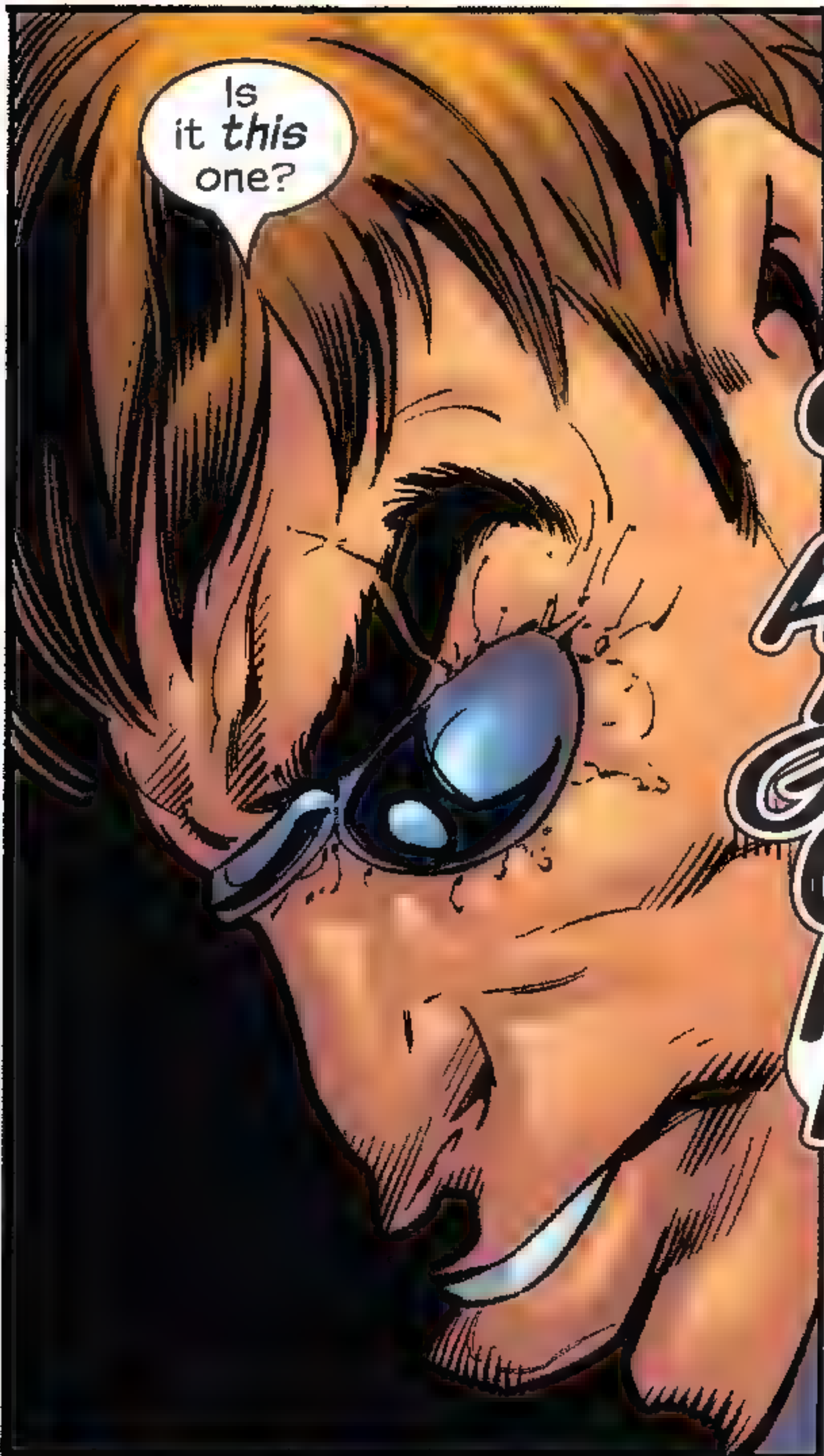
I'm so sorry.

I didn't realize I was hitting you *that* hard.



Here, I'm a doctor. Let me take a look.

AGH!



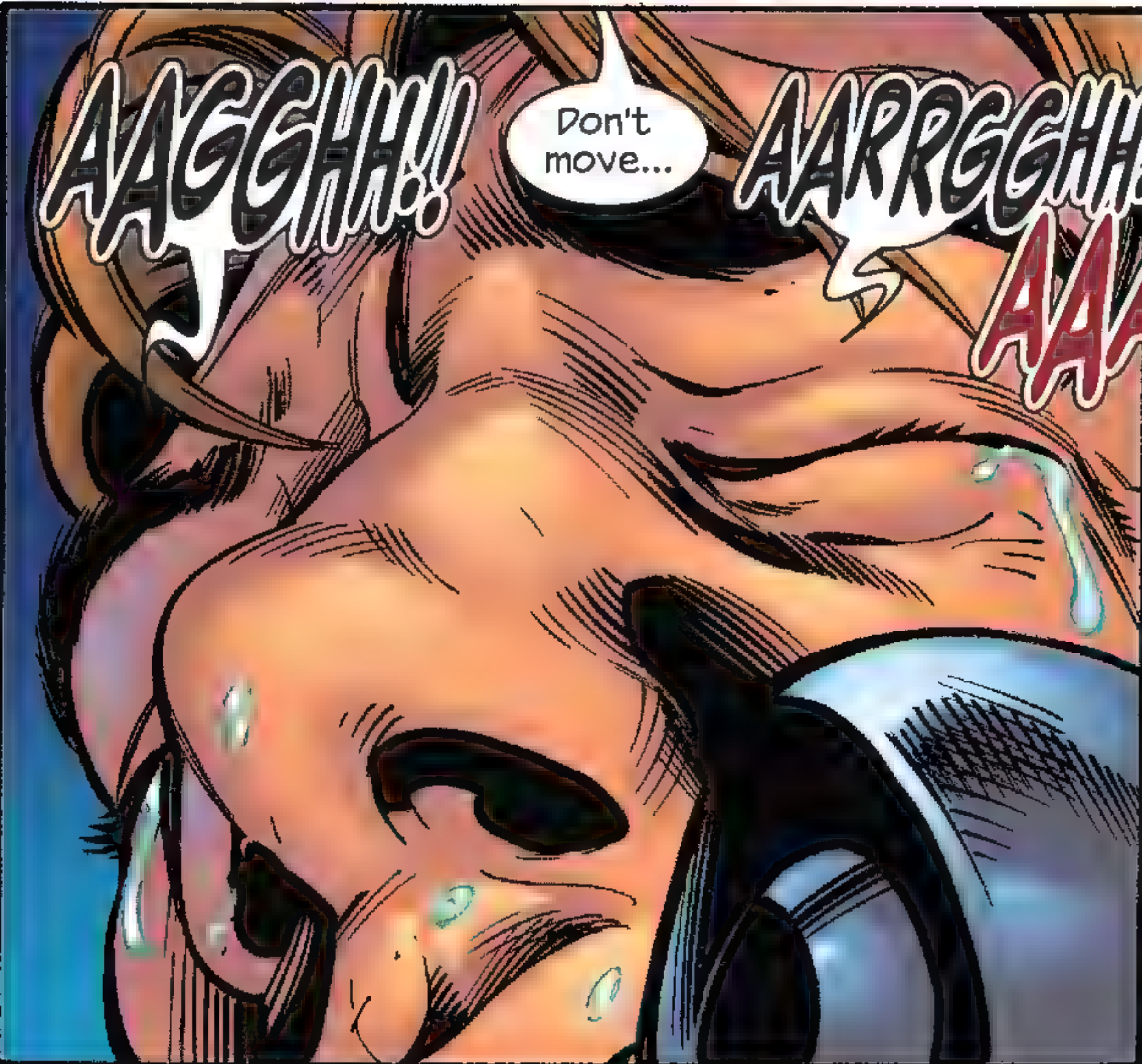
Is it *this* one?



GG
AA
GGH
H!



Oh, there it is...



AAGGHH!!

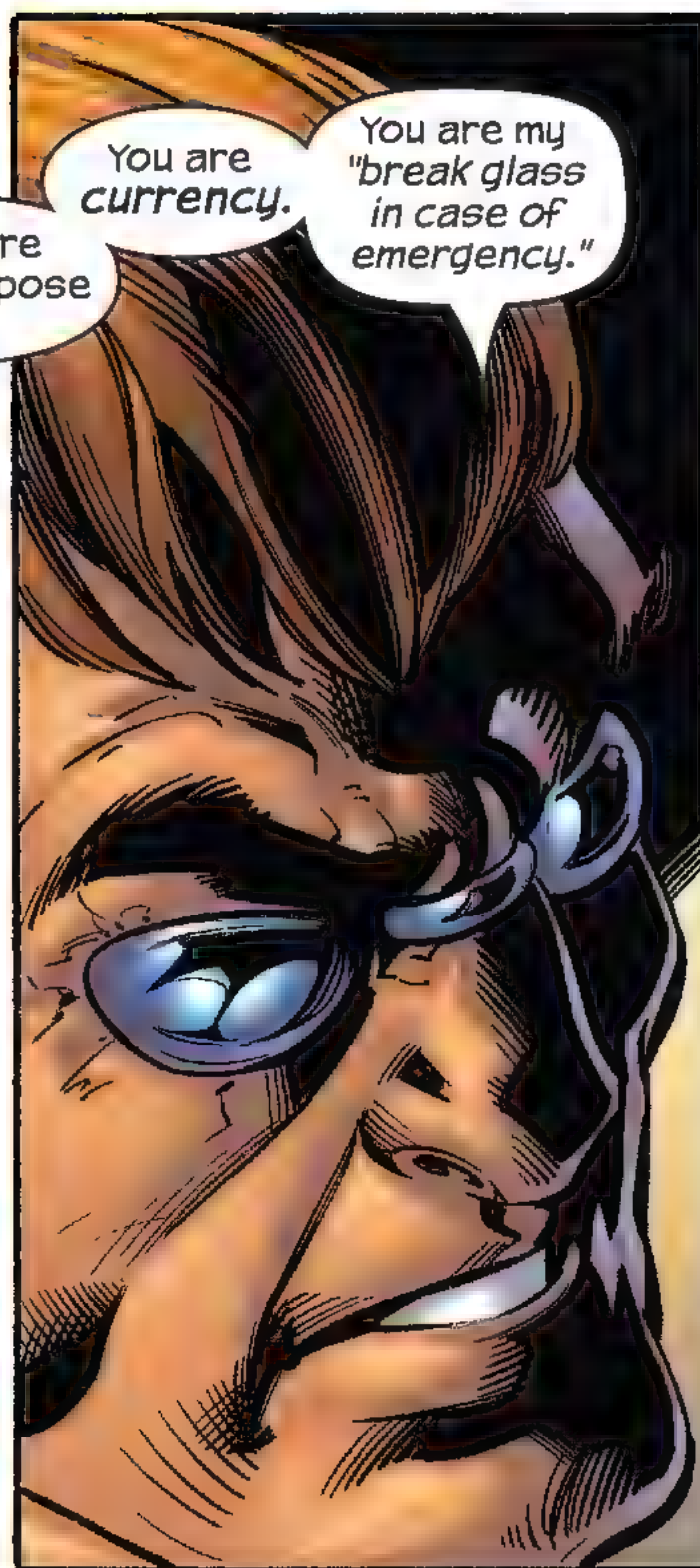
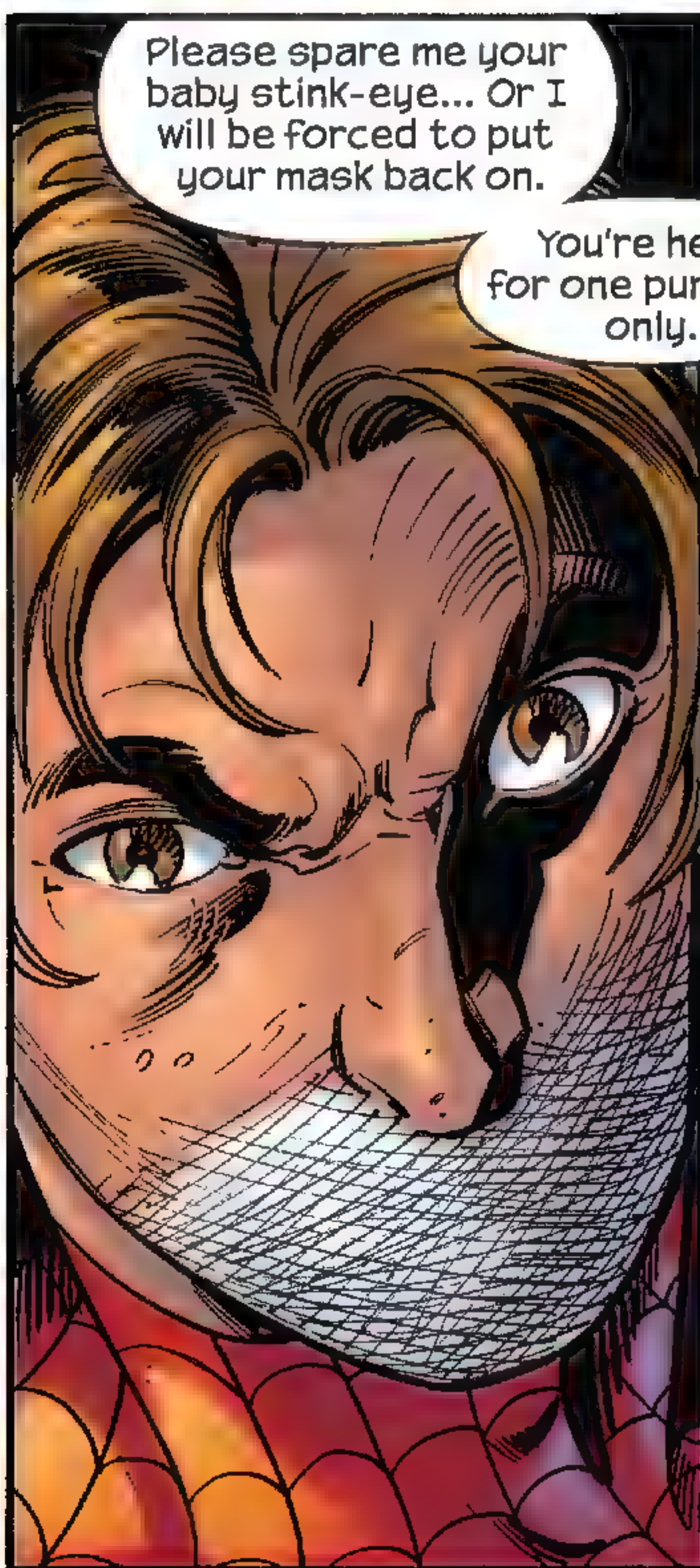
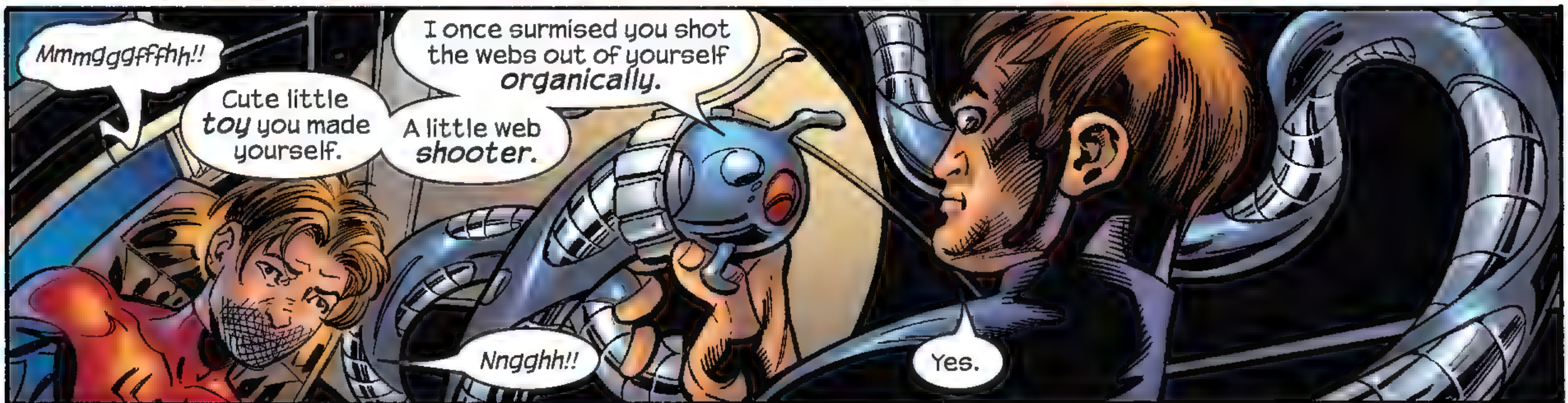
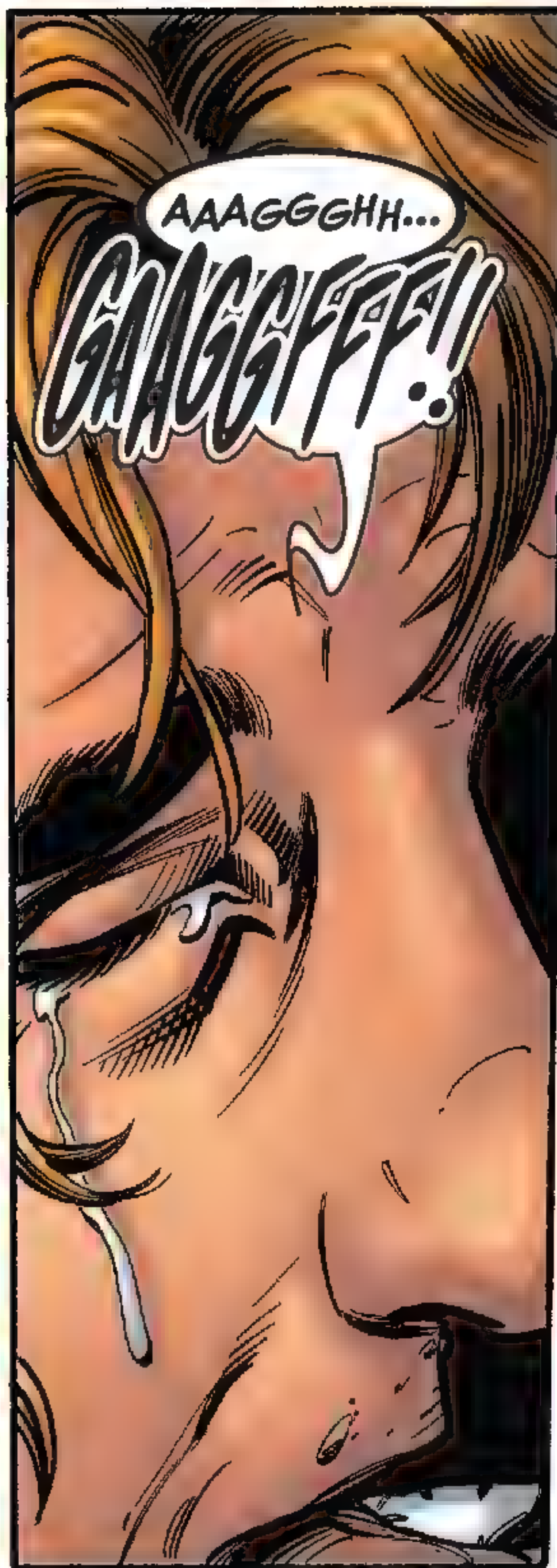
Don't move...

AARRGGHH!!!

AAAGGHHH!!



AARRGGHHHHHHH!!



The way we see it...

I will need something to work with in case we run into something at the other end of this flight that I am not prepared for.

And considering I'm not prepared for *anything*... you will have to do.

The one thing about you I never understood...

How did this double life of yours work for you, little Peter?

Or did you just swing around the city all day begging people for attention?

Did you still go to school? Did you have a little girlfriend?

Because, you know, that is exactly what you do.

See, I know your father passed away years ago. He was a geneticist, like I am.

I read that paper he wrote on carcinogens. Can't say he was the most inspired scientist, but...

My point is...

This whole "get-up" you have here...

The little tights...

You know, all this is, is a sad "love me, daddy" thing, right?

Begging the city to pay attention to you because daddy wasn't there.

You pathetic.

Immature.

Glory hound.

And the fact that I have had to look at *your* face as often as I have, *disgusts* me.

You understand me?

You understand that we had *plans* for this life. *Things* we wanted to accomplish in this world.

Can you even imagine the disappointment this is to me? Where I find myself?

That *every* time I turn around, you or my ex-wife, or Norman Osborn, or *someone* is standing in our way.

And now to think of what I will have to do now to scramble together any sense of a place for myself.

JUST TO LIVE A DECENT LIFE!!!

WHY??

WHY ARE ALL OF YOU STANDING IN MY WAY?!

You know I will kill you tonight, right? You *know* that.

It is yes. We will kill you.

I dream about it.

I sat in my jail cell with nothing to do *all day* but dream about it.

So, don't *trick* yourself into thinking that you are *alive* right now.

How much longer, Captain?

A-a-twenty minutes.

Twenty minutes.

Nice plane, though.

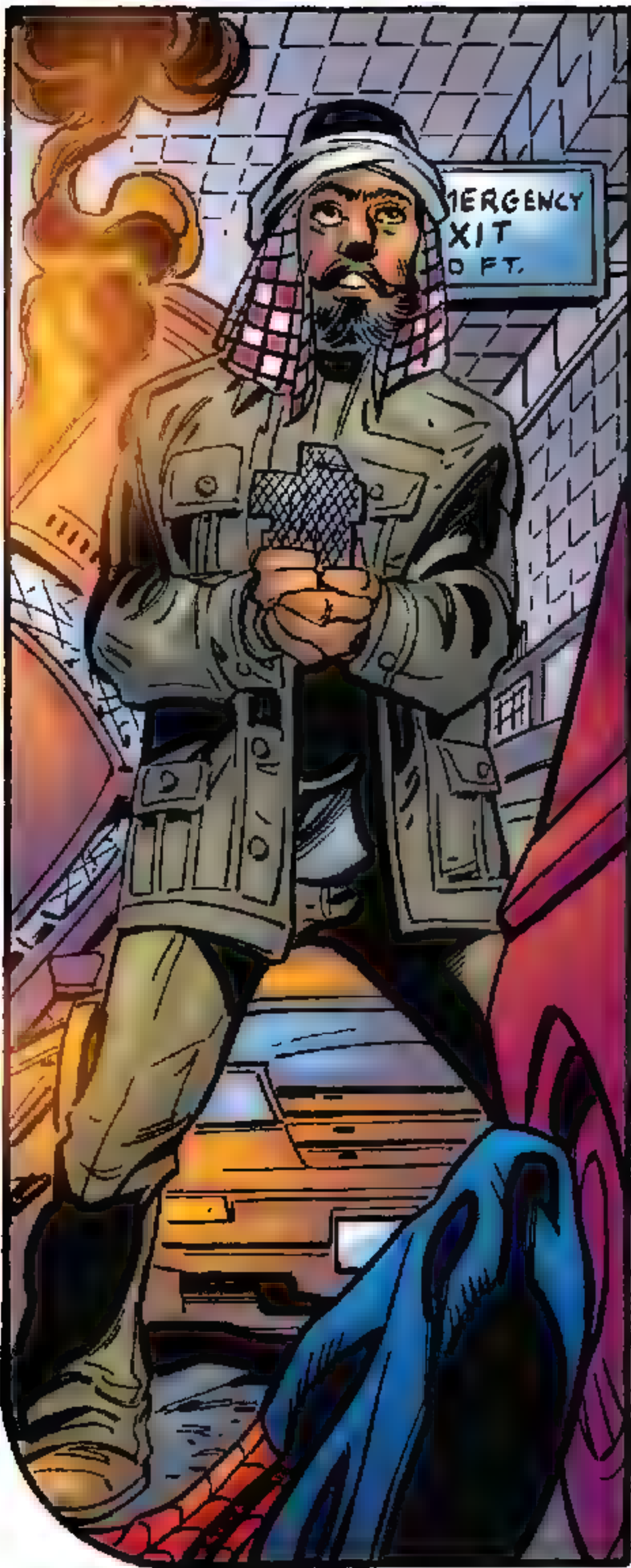
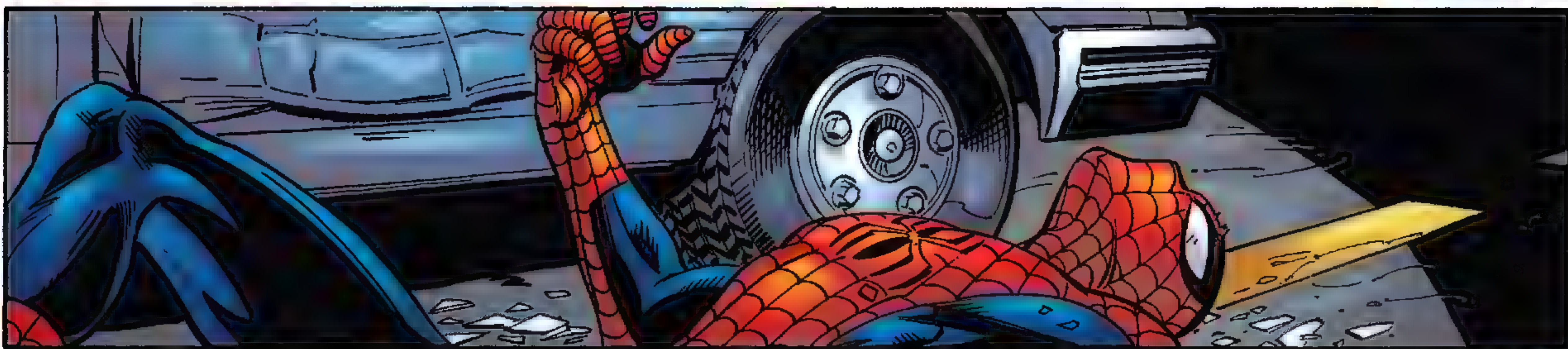
I would have *owned* a plane like this. Yes.

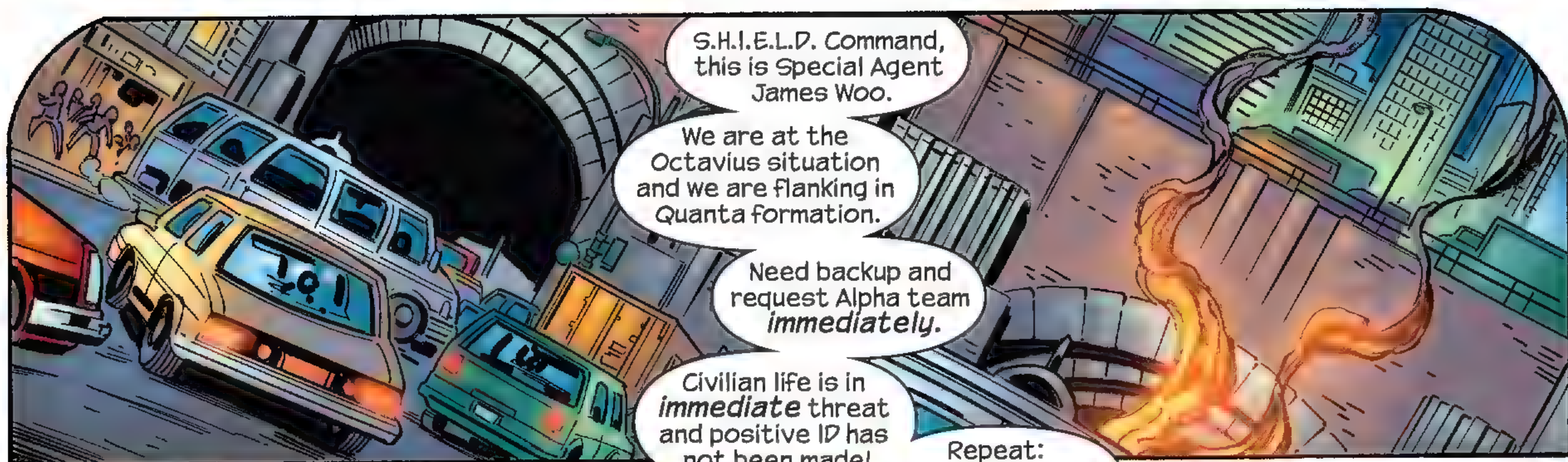
I bet you're wondering how you *got* on this plane on the way to who-knows-where.

Well, I know where, but clearly *you* don't.

Well, okay, I'll tell you.

I've got twenty minutes to kill.





S.H.I.E.L.D. Command,
this is Special Agent
James Woo.

We are at the
Octavius situation
and we are flanking in
Quanta formation.

Need backup and
request Alpha team
immediately.

Civilian life is in
immediate threat
and positive ID has
not been made!

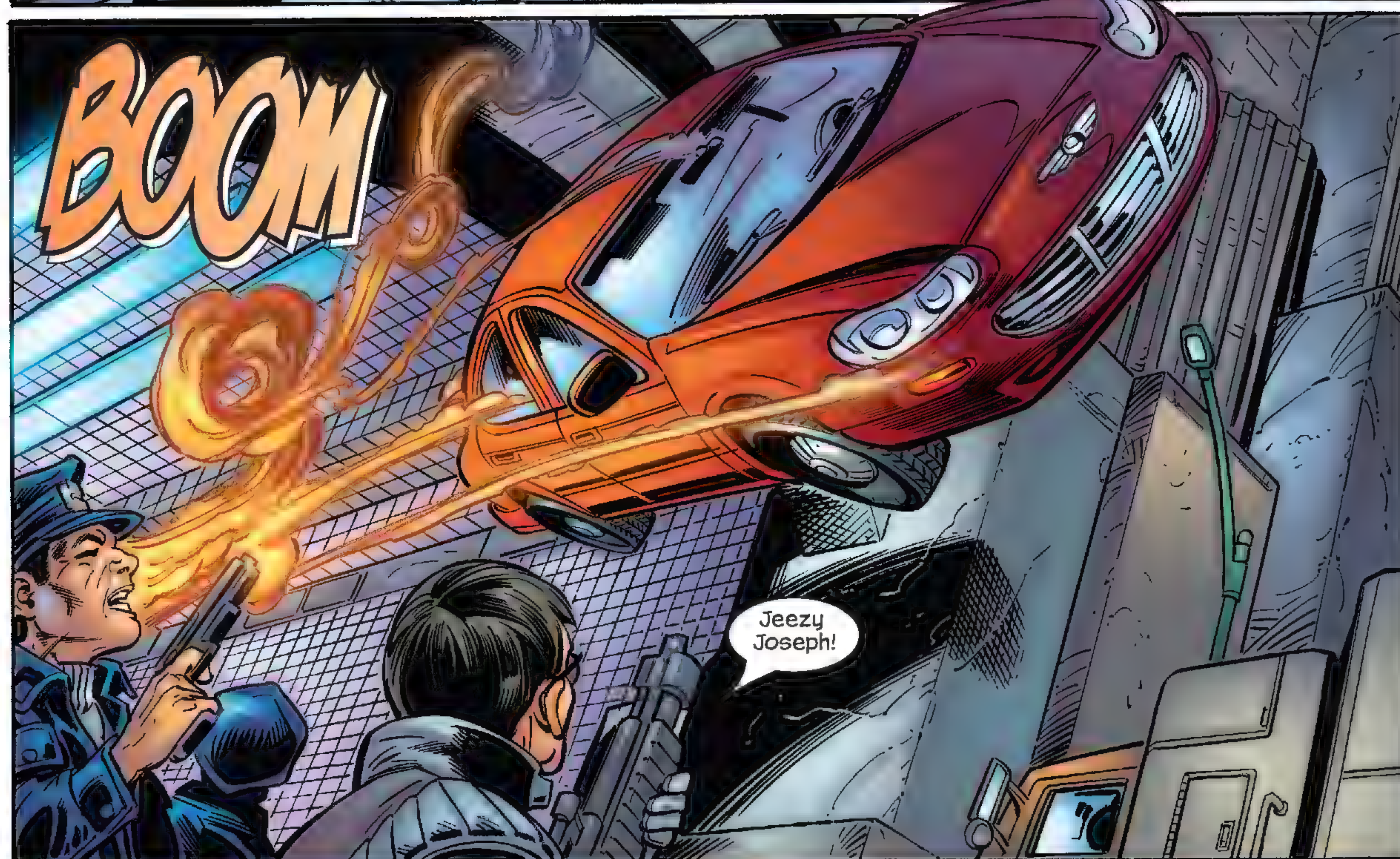
Repeat:
request massive
backup and Alpha
team.

You FBI?

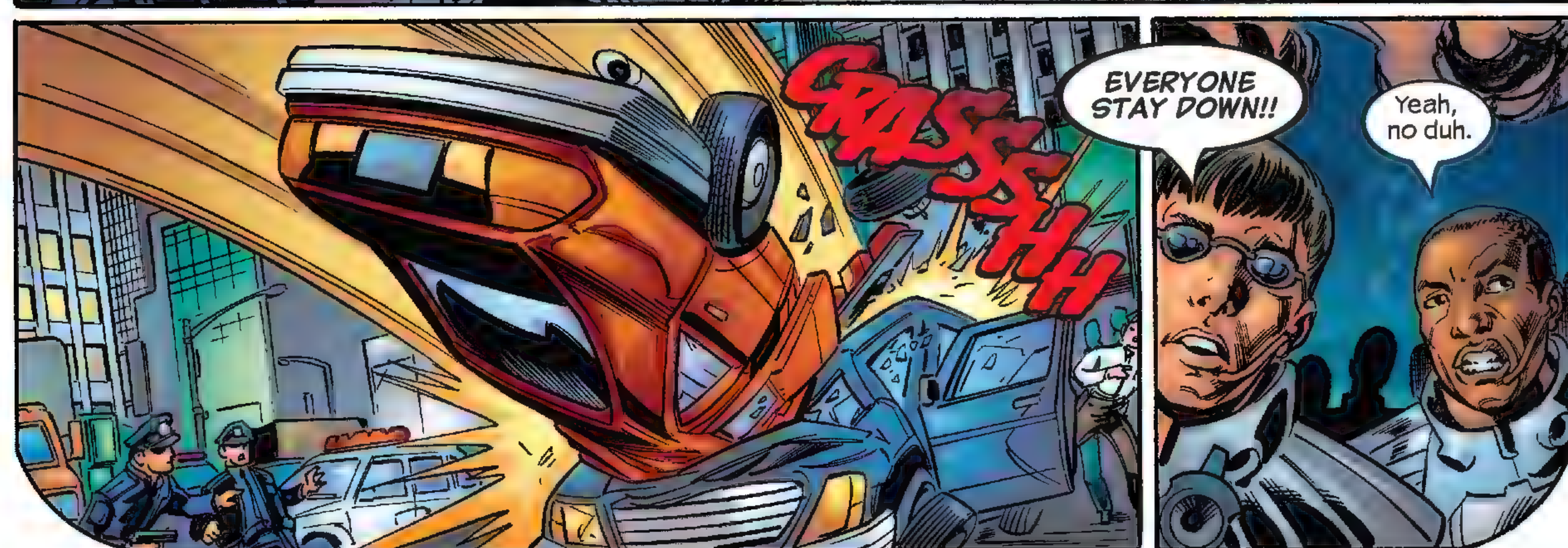
S.H.I.E.L.D.

We need
your officers
on crowd control.
We'll take the
primary.

You
can *have*
it.

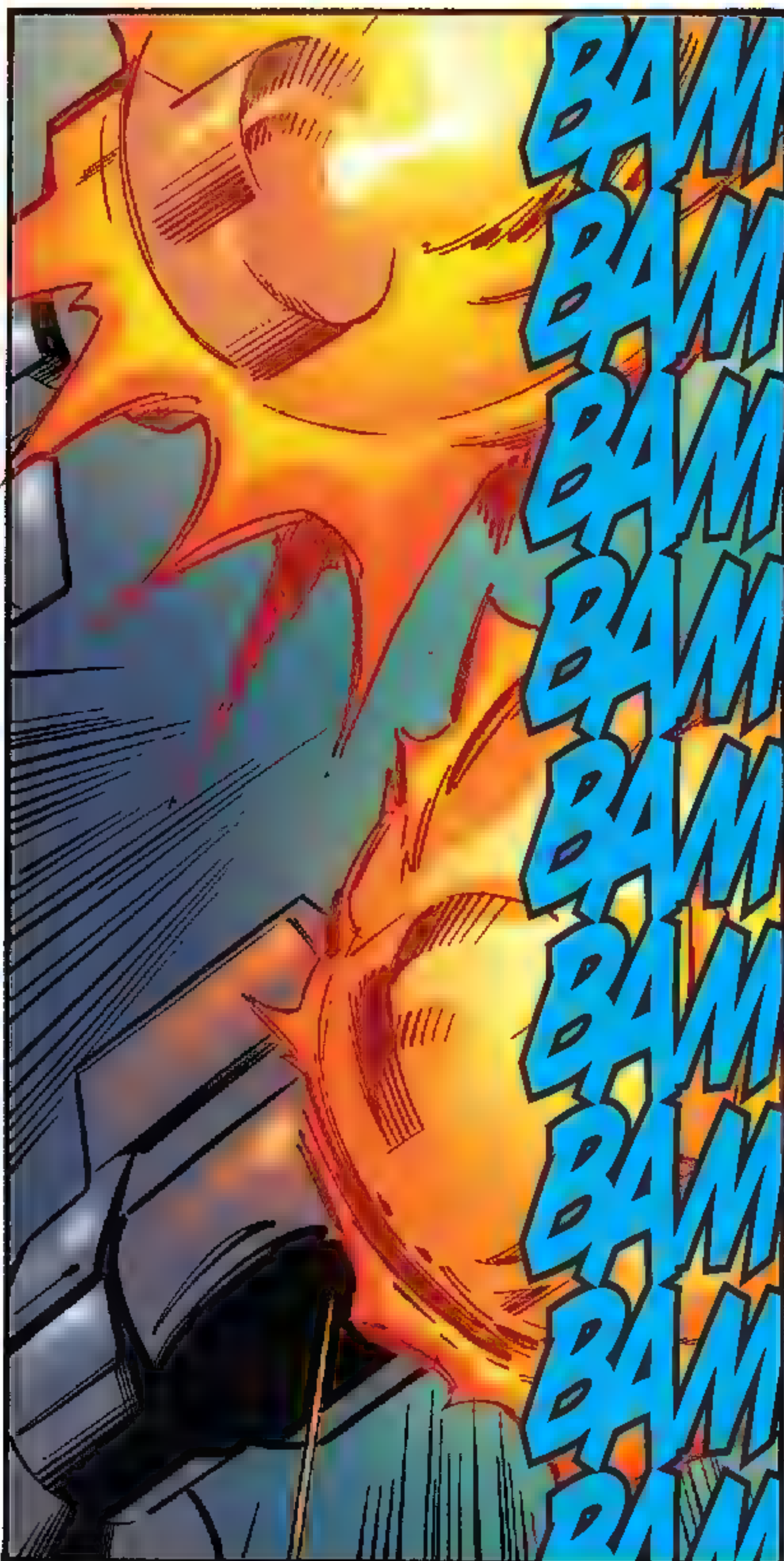
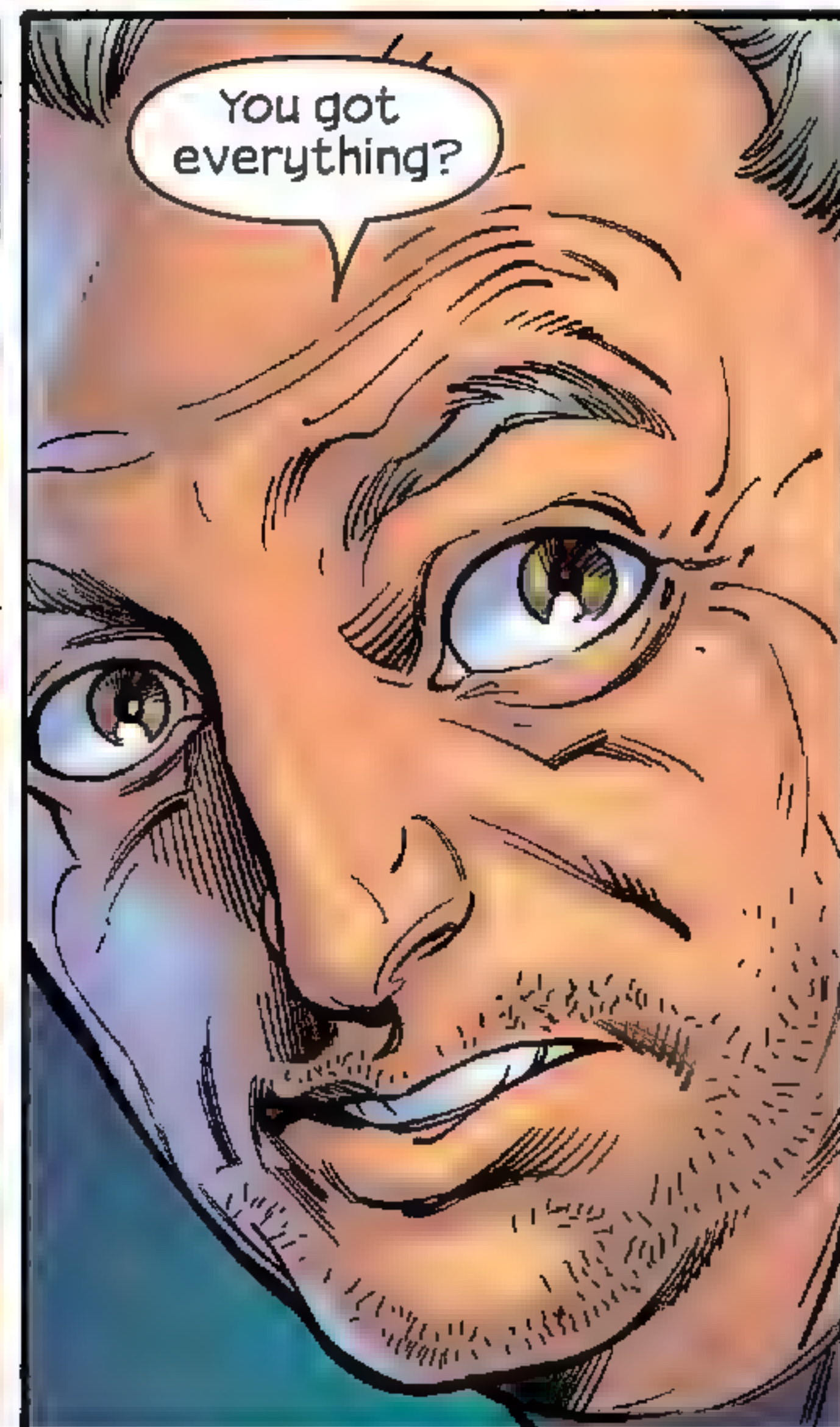
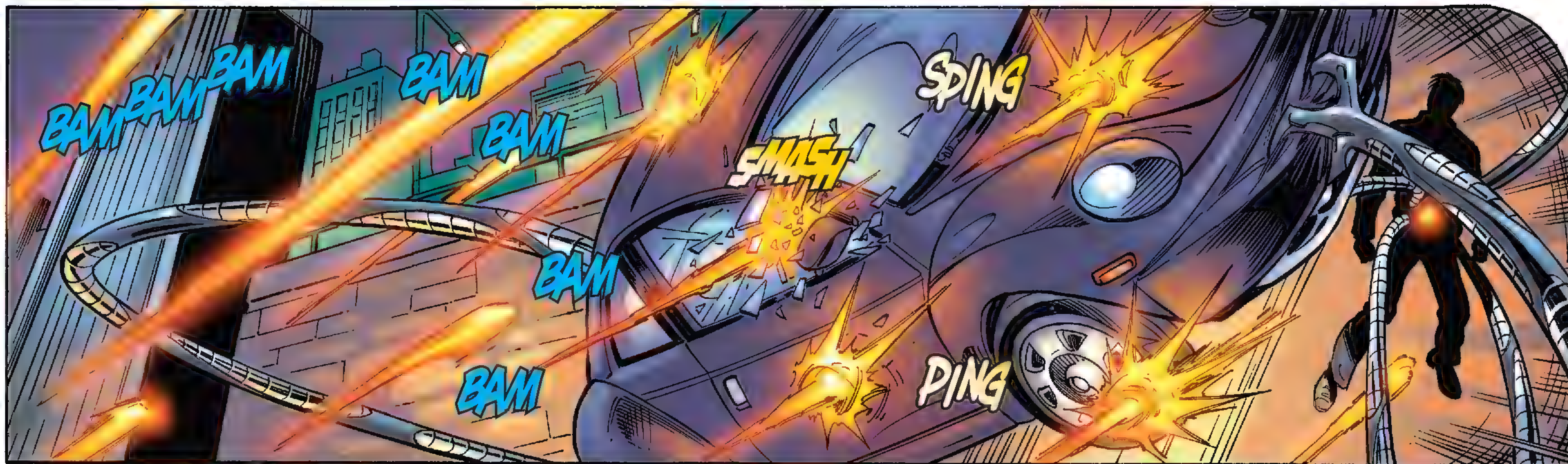
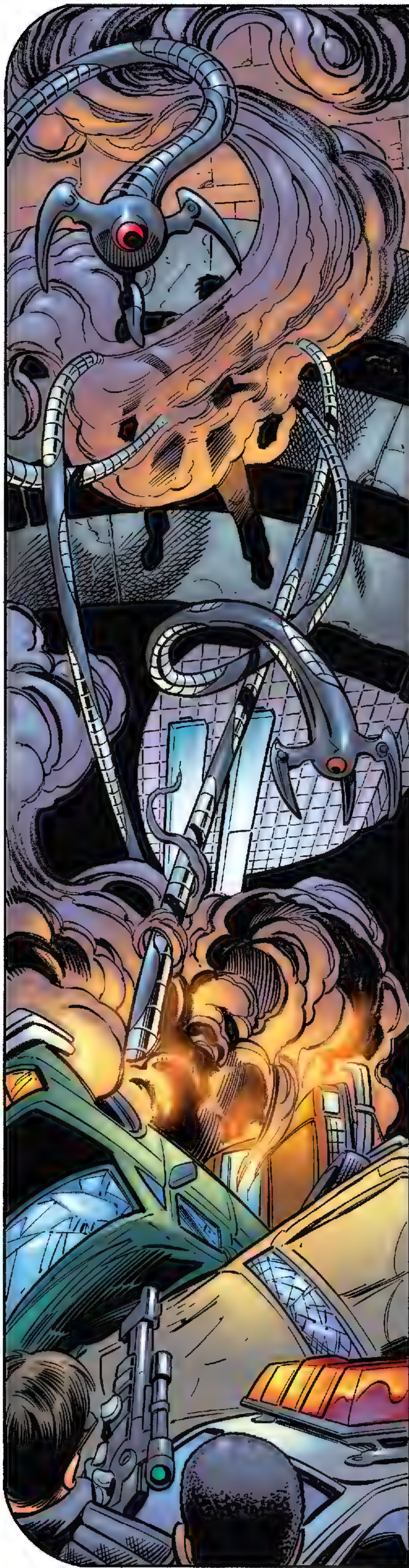


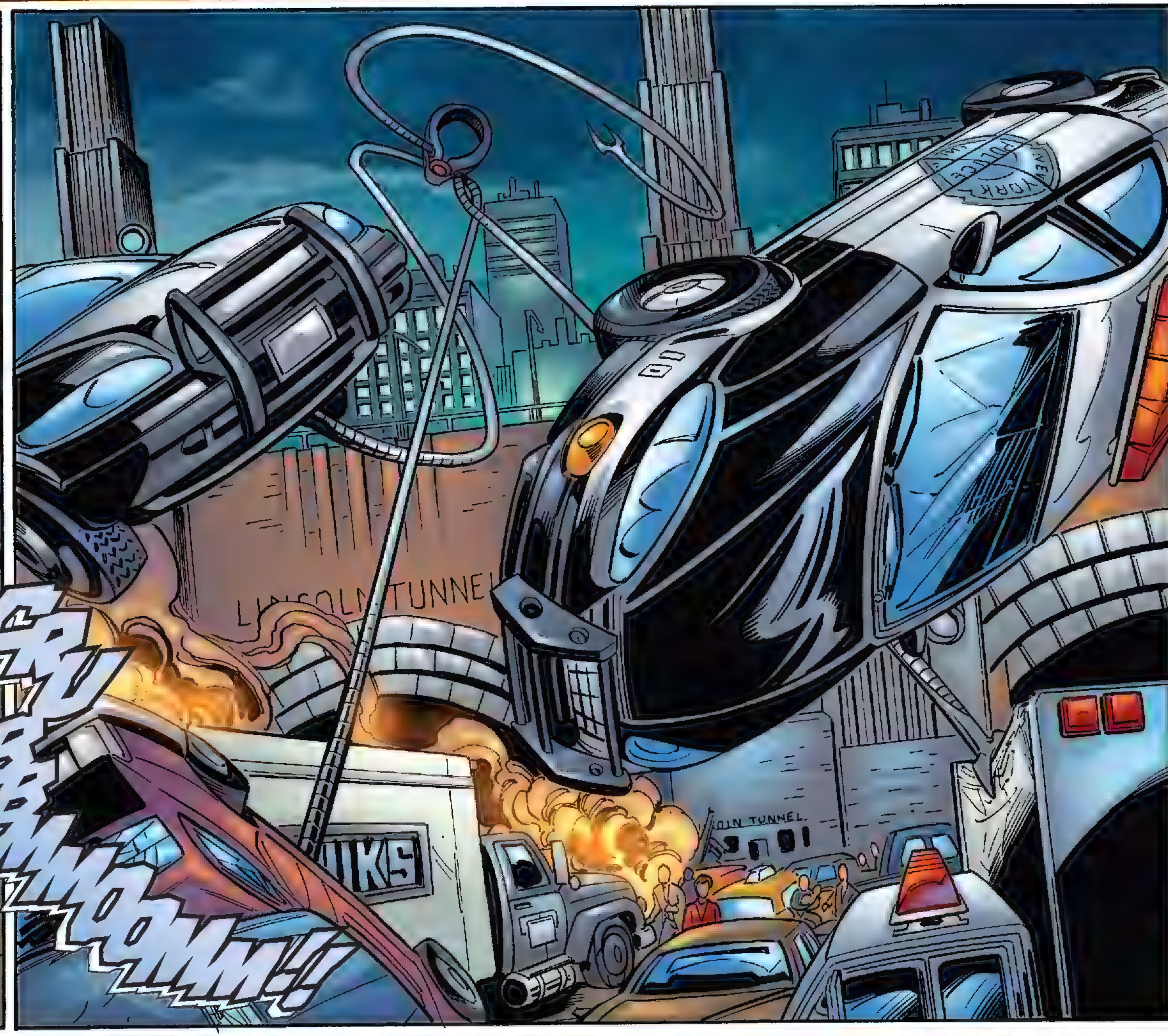
Jeezy
Joseph!

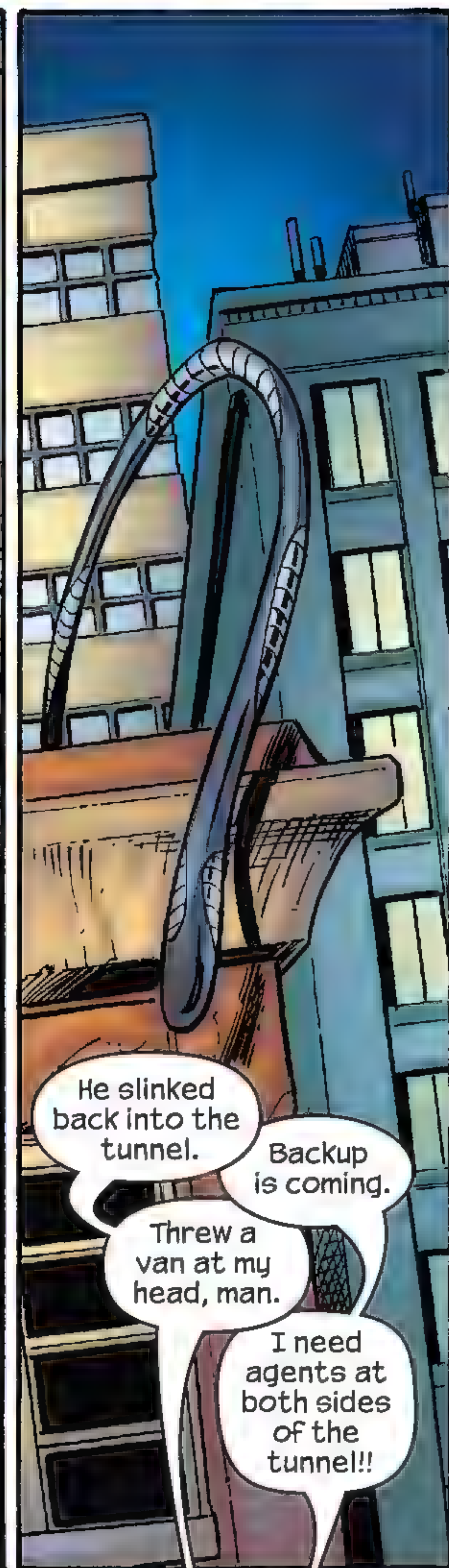


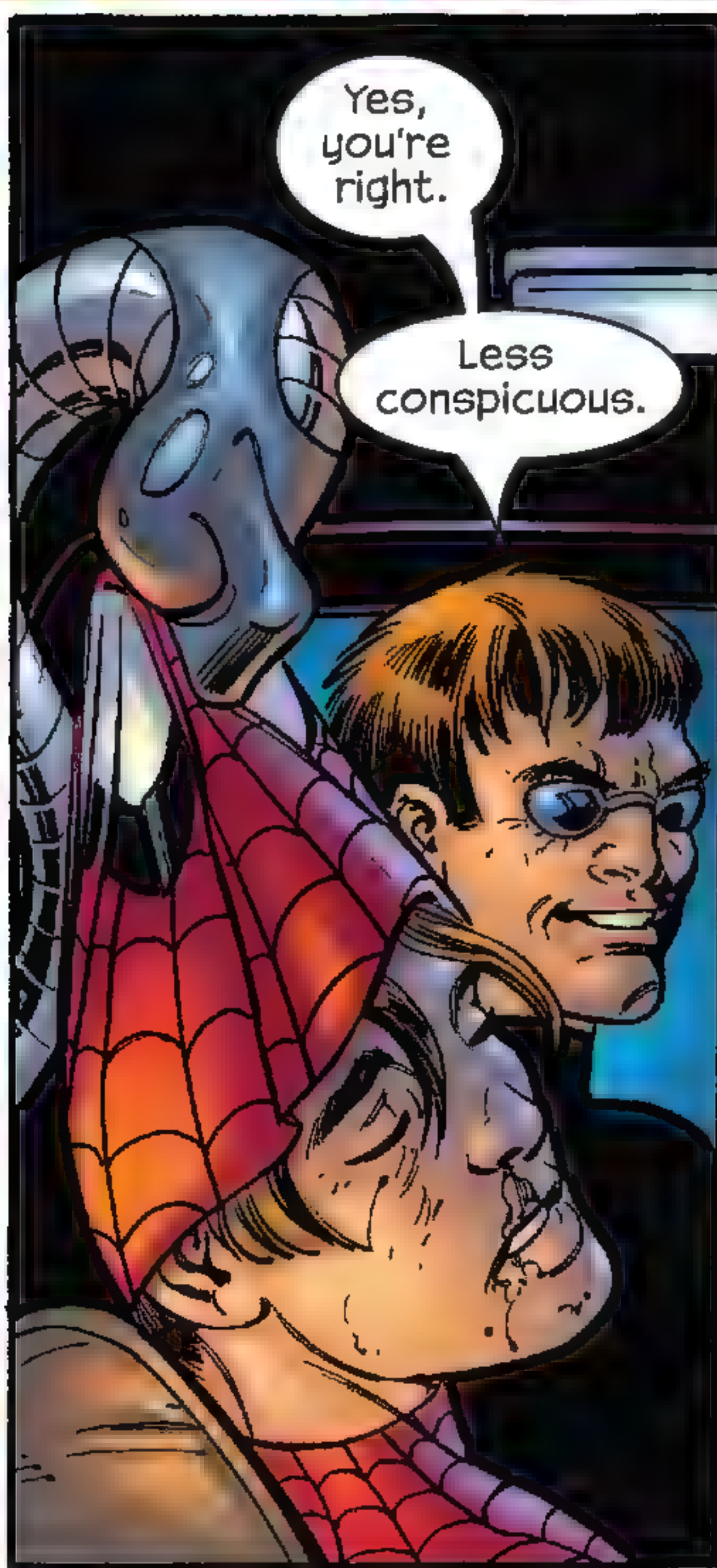
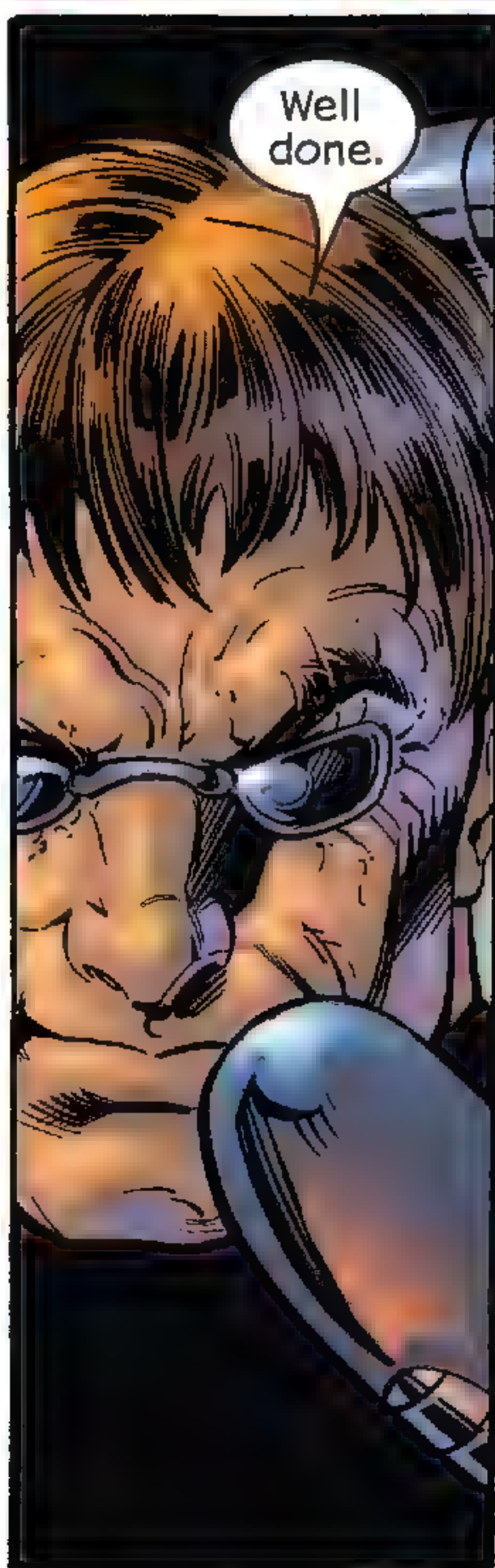
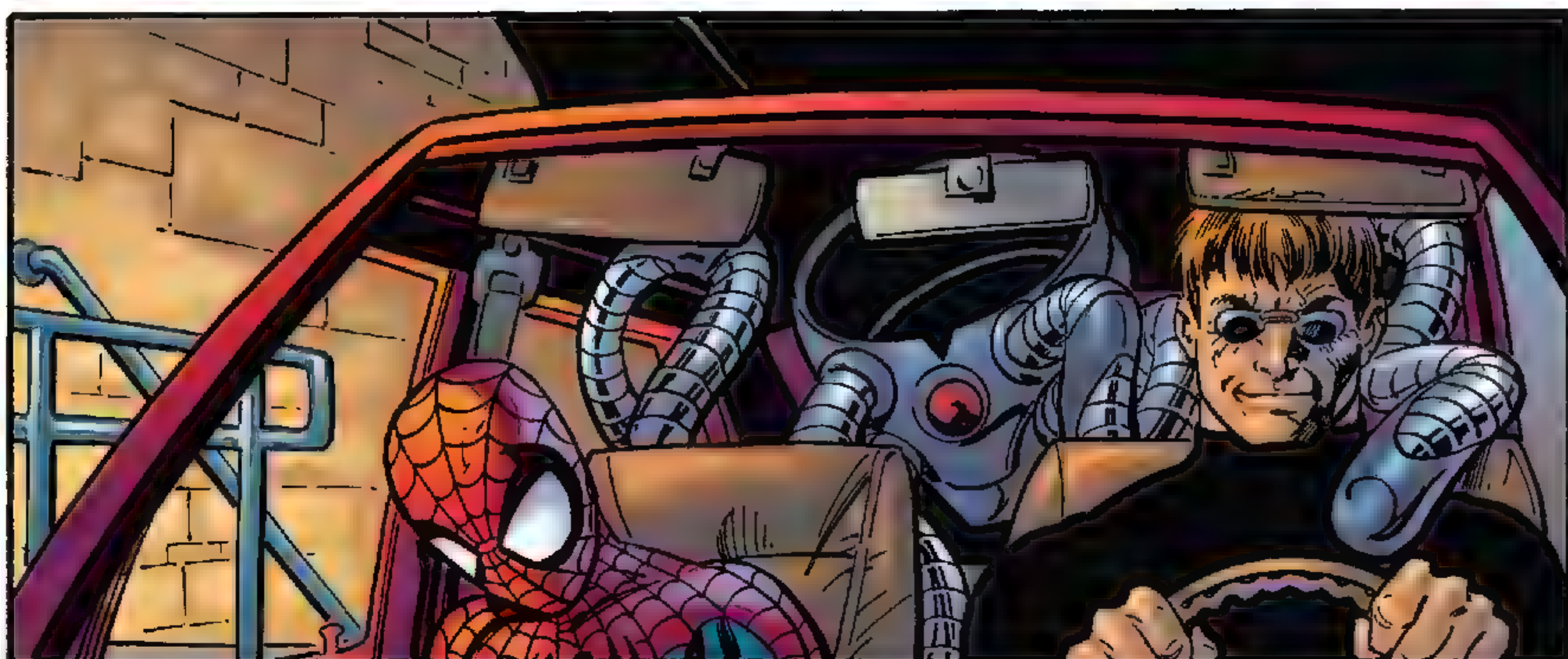
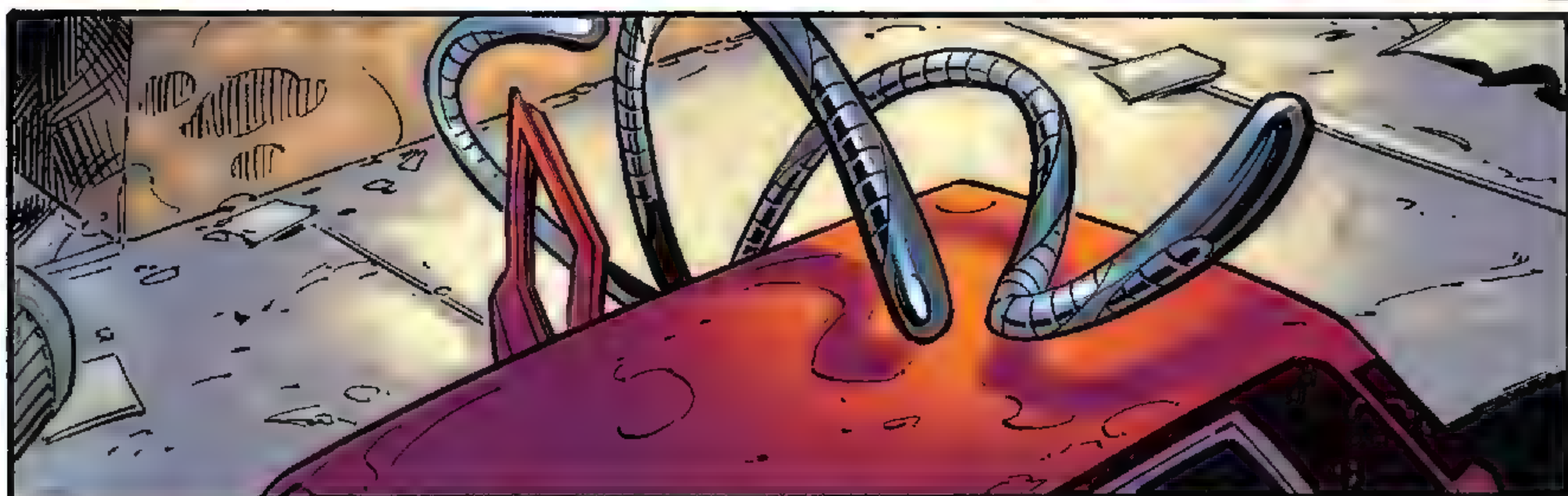
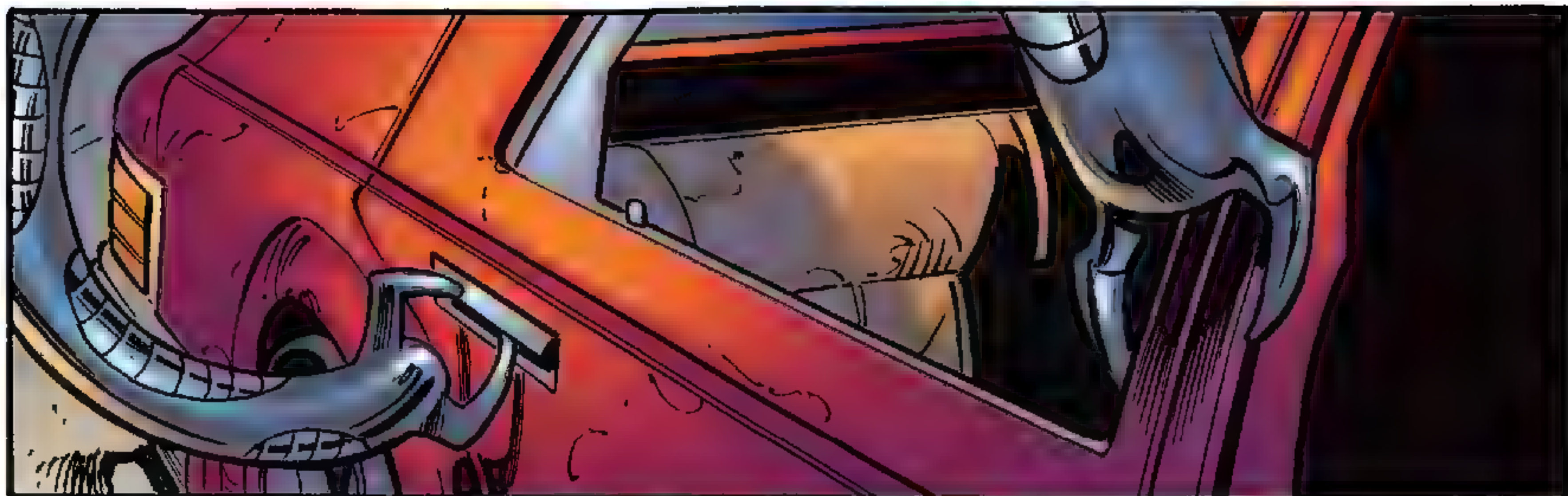
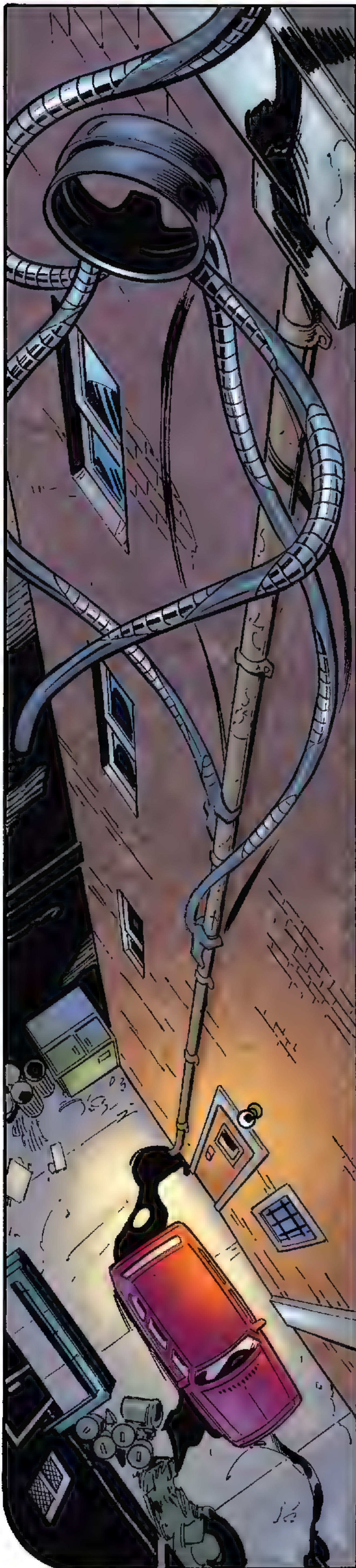
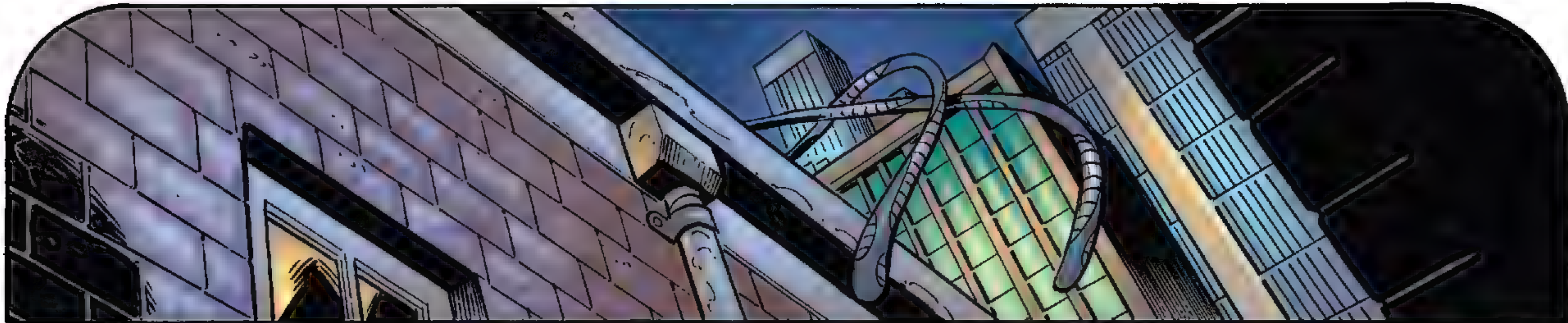
EVERYONE
STAY DOWN!!

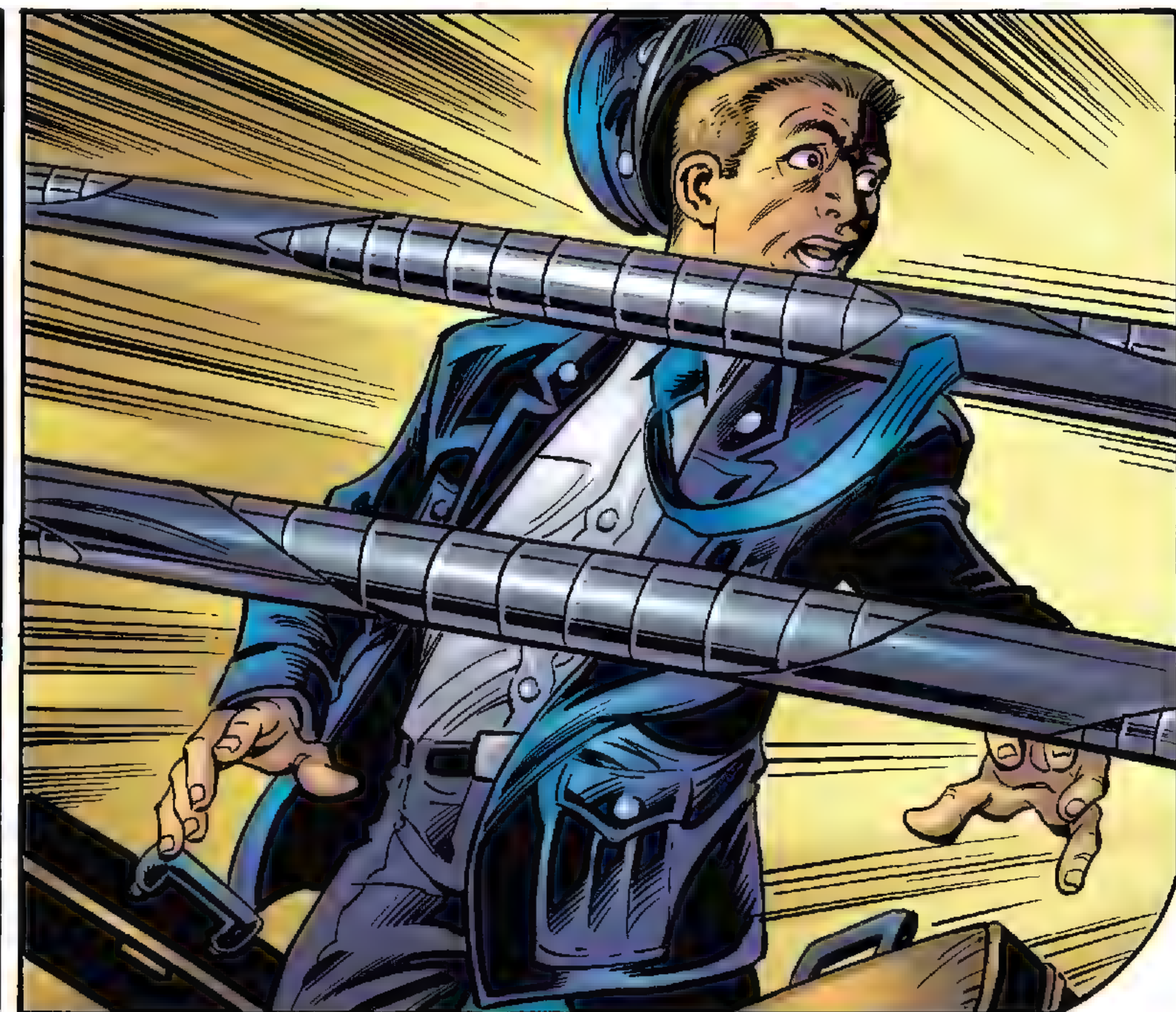
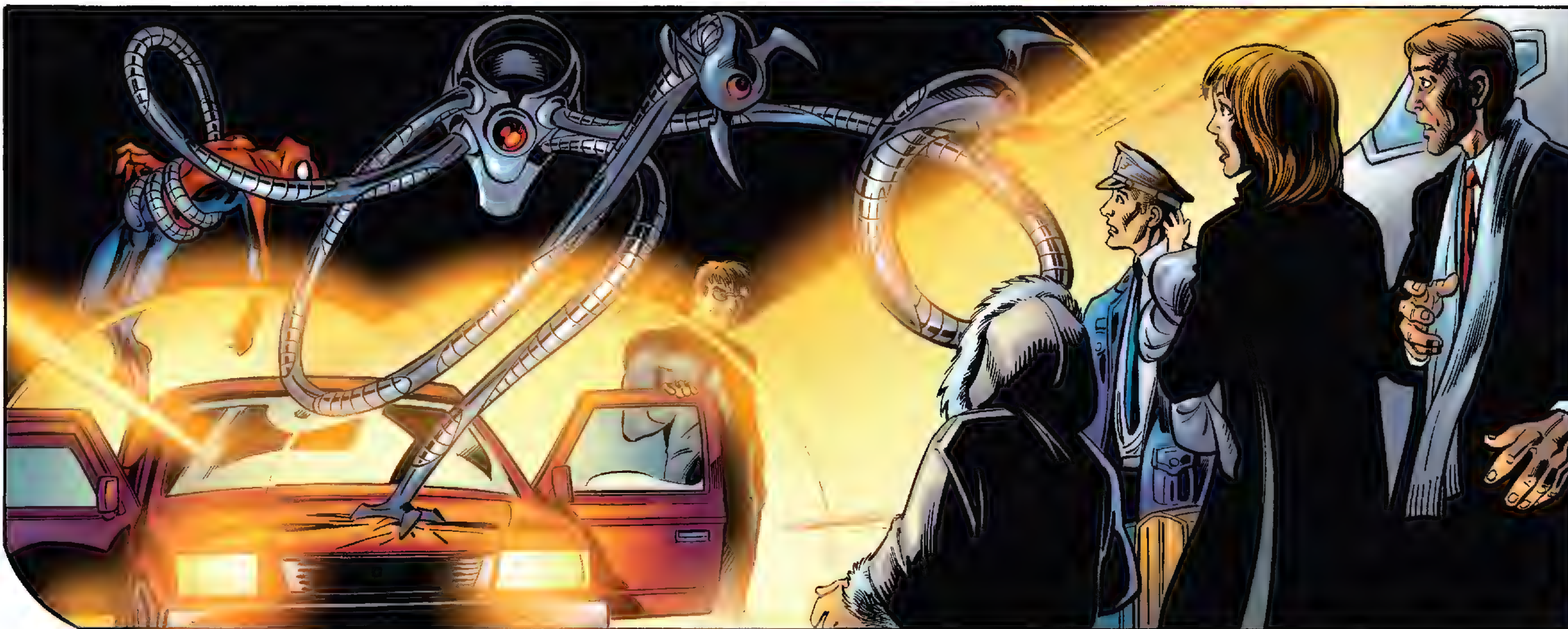
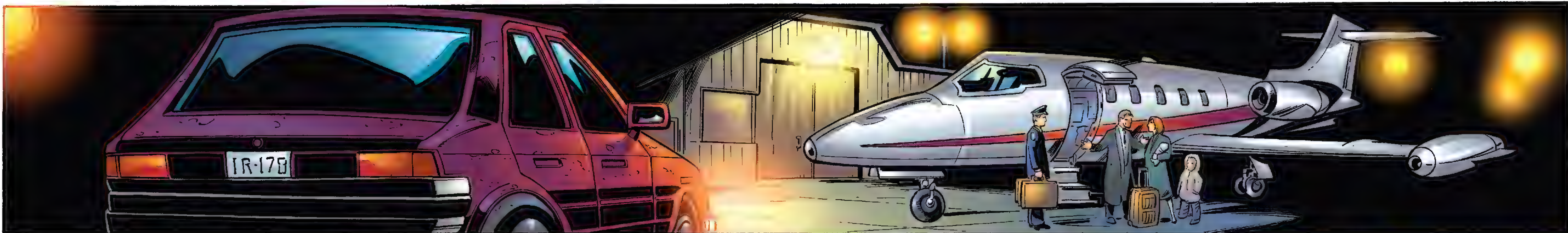
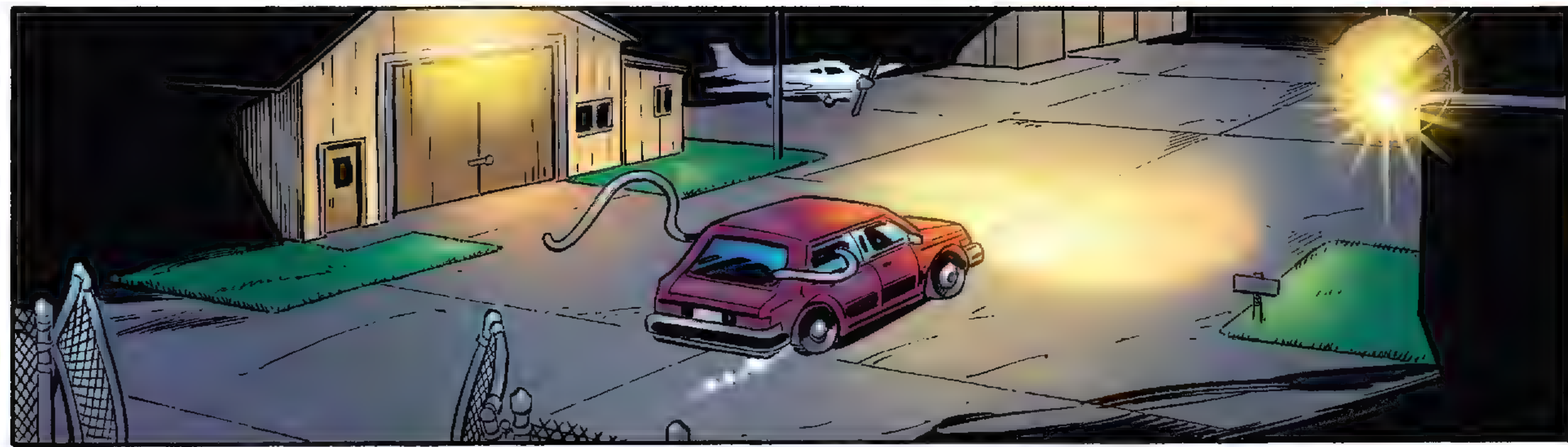
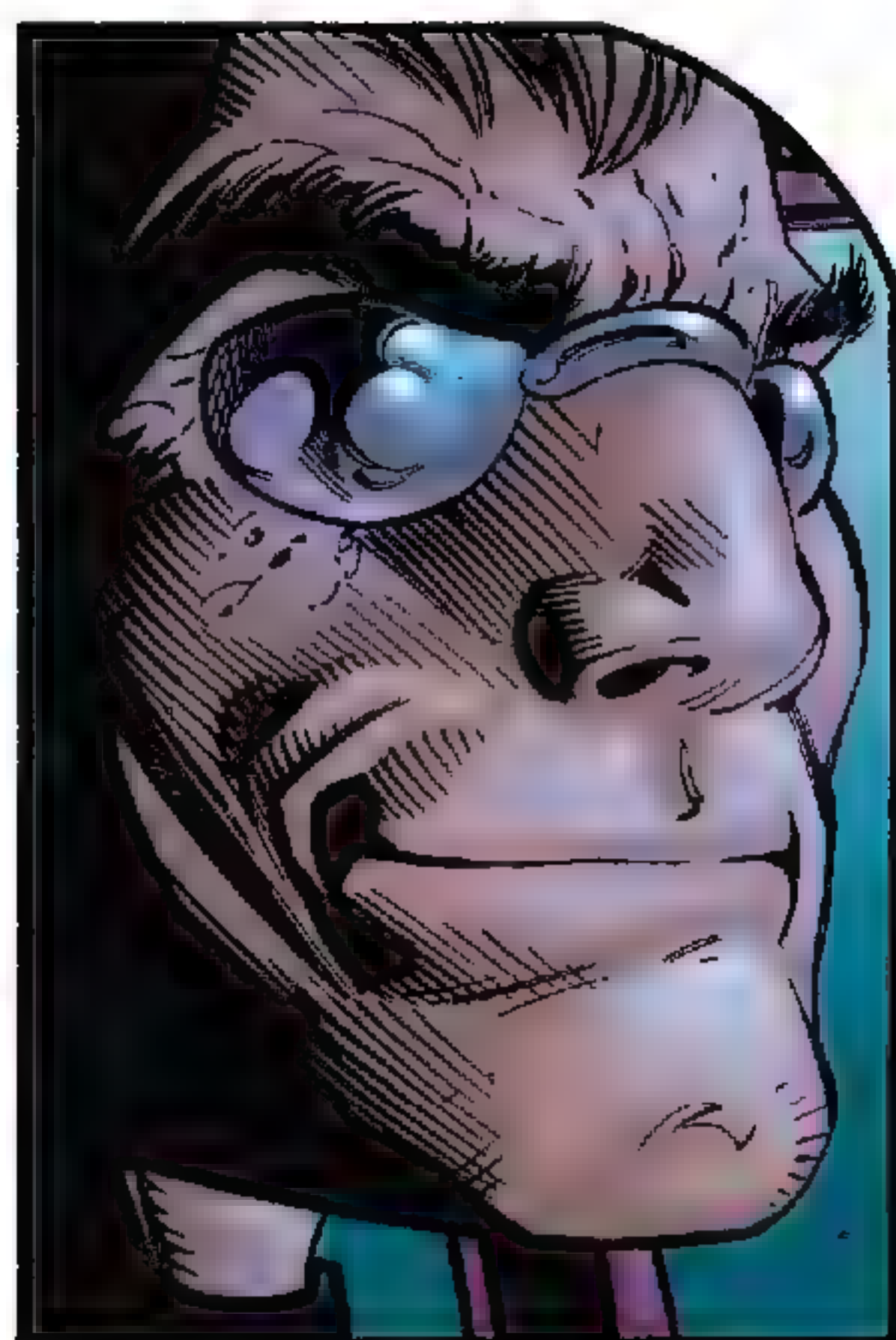
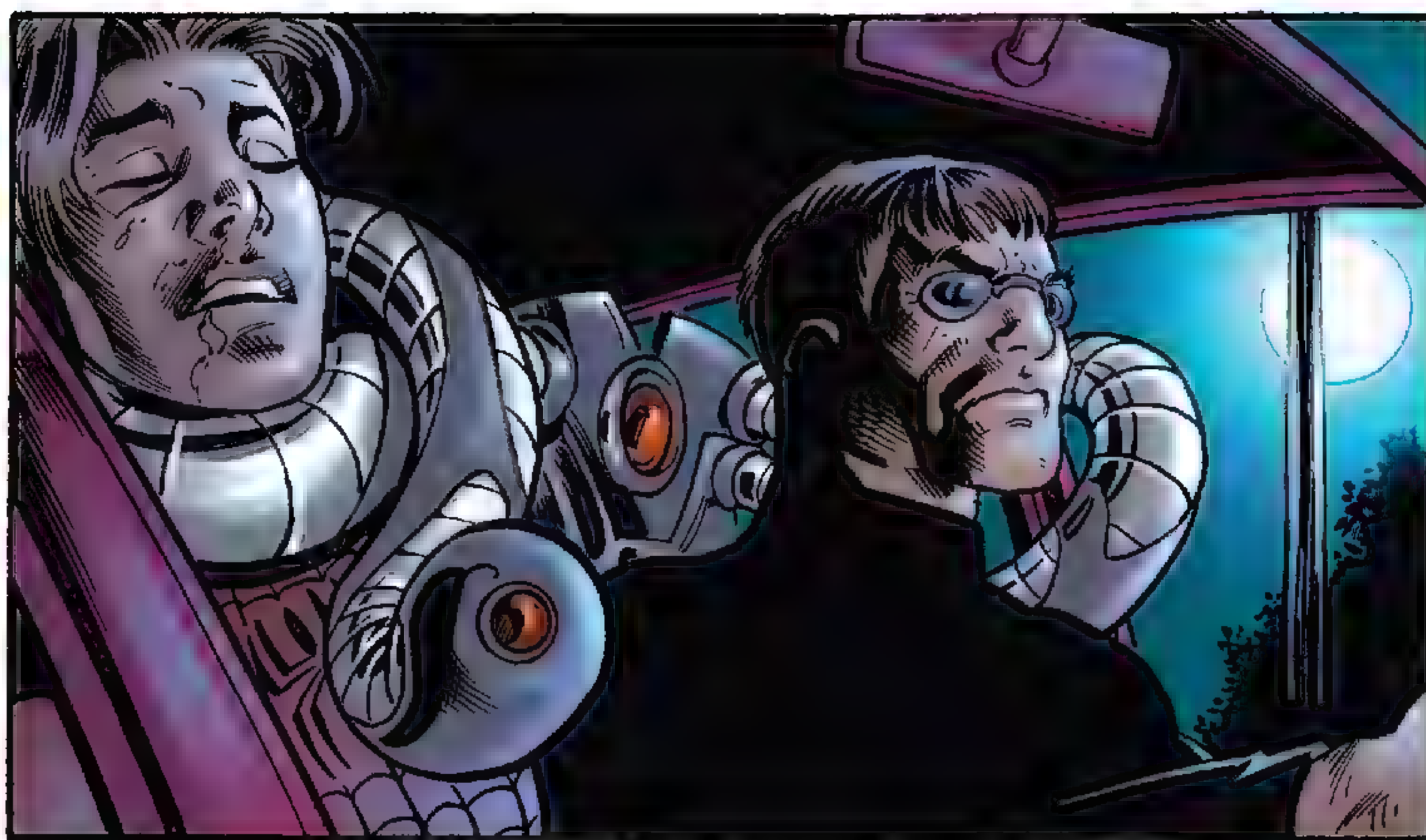
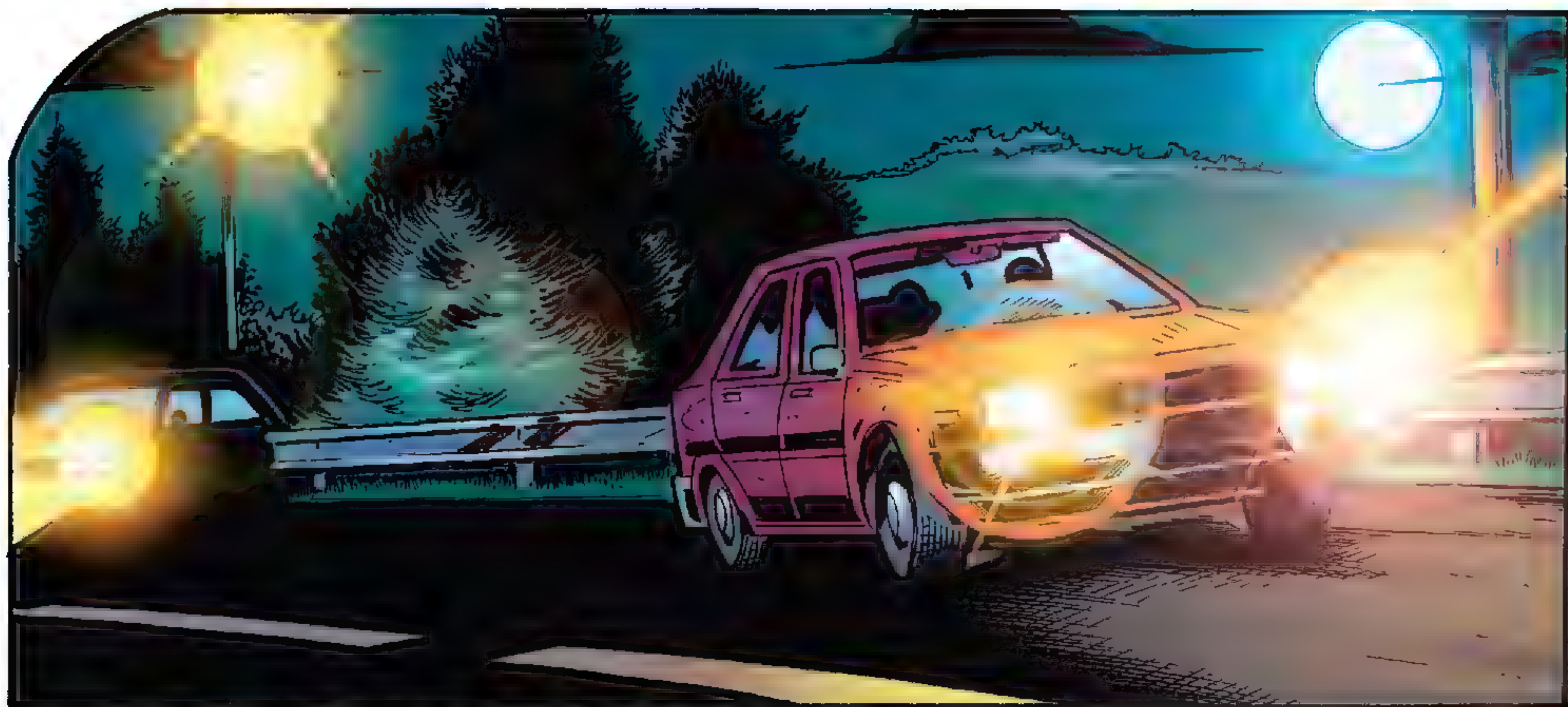
Yeah,
no duh.

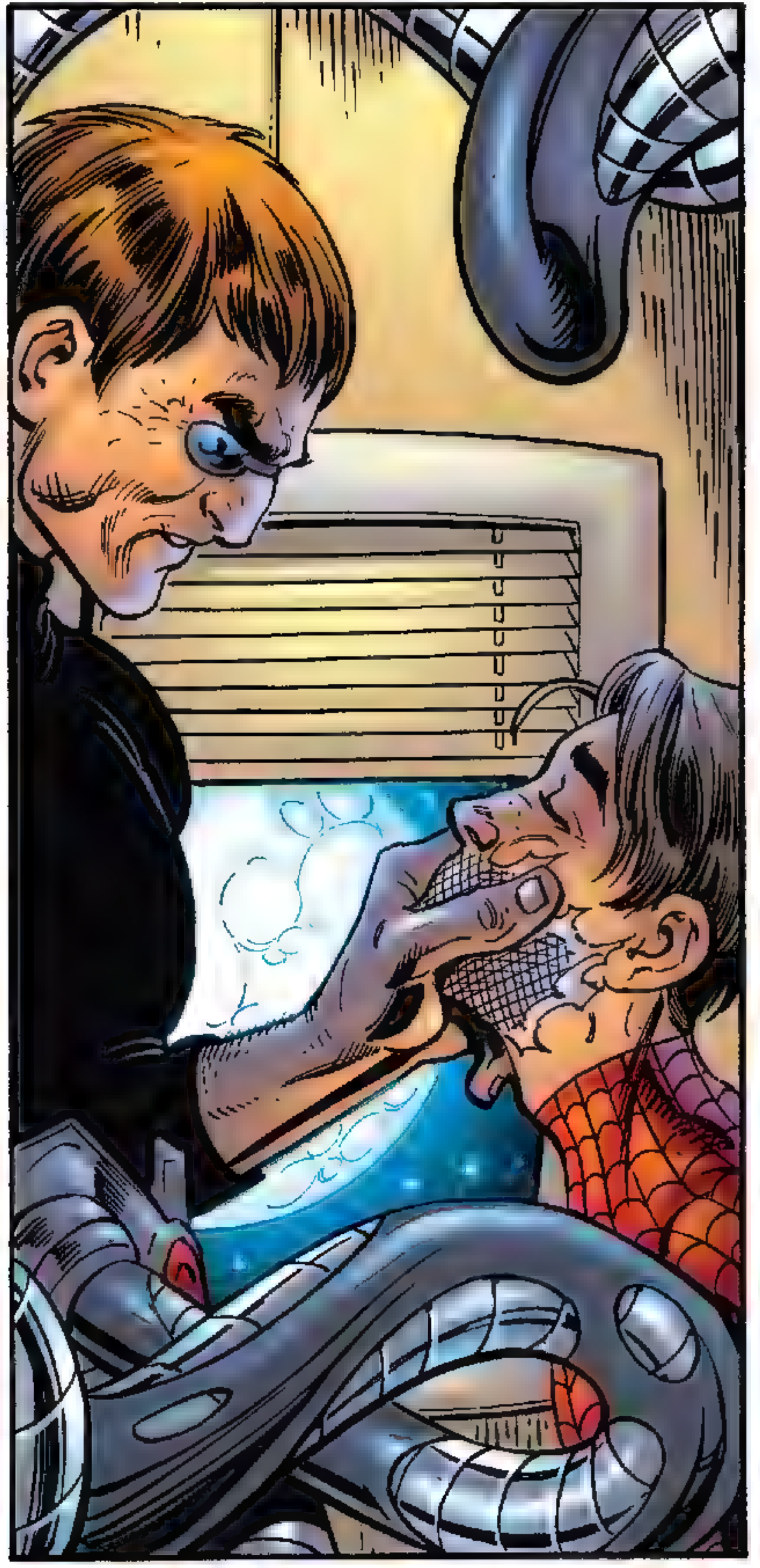
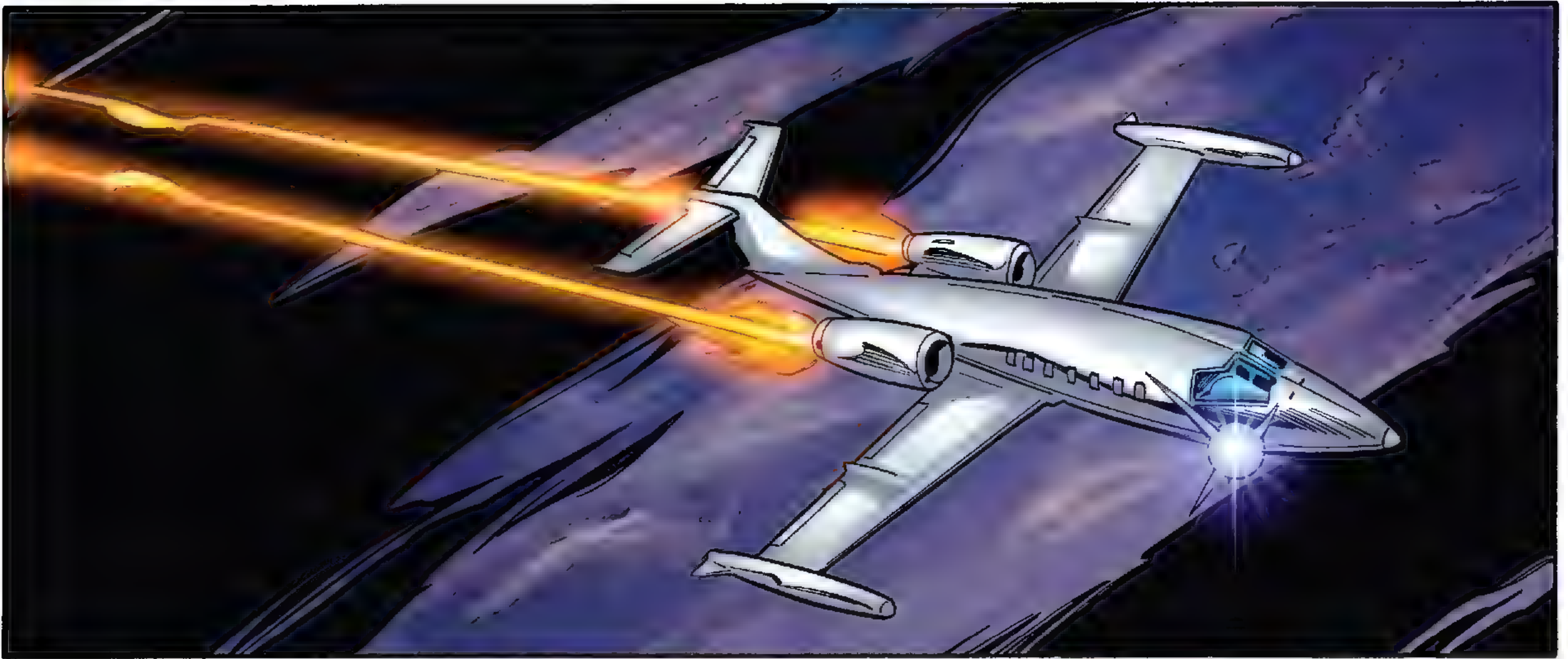














I'm sorry, Captain. You're going to have to hold.

What's going on?

I-I tried to tell you, you have to log the flight *before* takeoff.

You-you-you can't just fly anywhere you want. Especially in this day and age.

They don't have us in their log book yet. The flight was logged but the arrival time--

So what did you do?



I made up a log number and lied.

Good boy, you may have earned your life.



We're not seeing you in the data--

Uh, well, I don't know how much longer I can circle.

We're low on fuel and my passengers are not exactly the most--

Hold on, Captain.



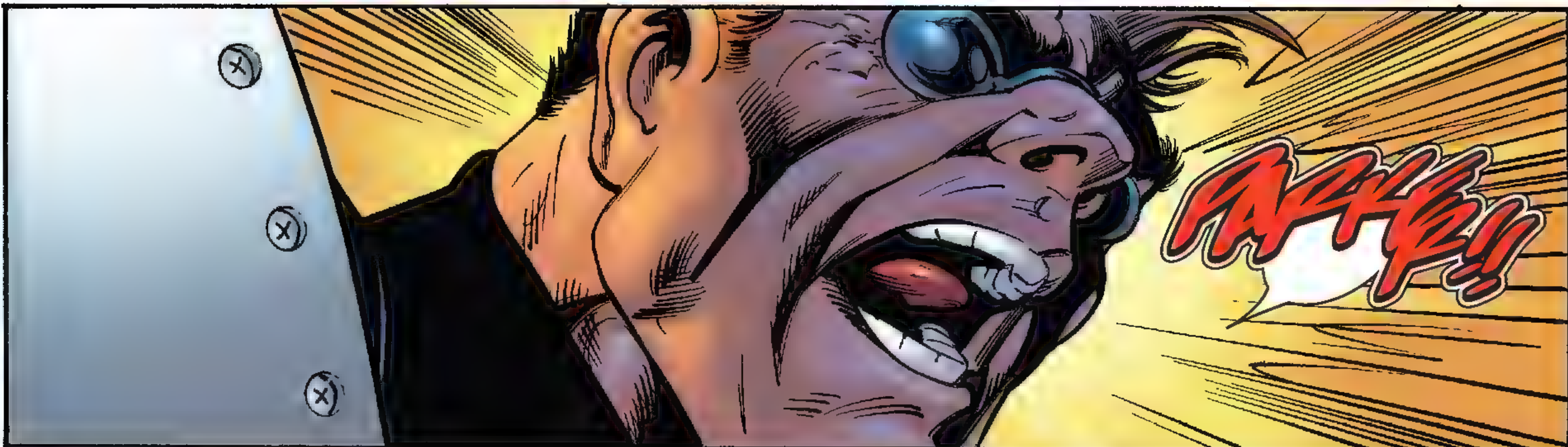
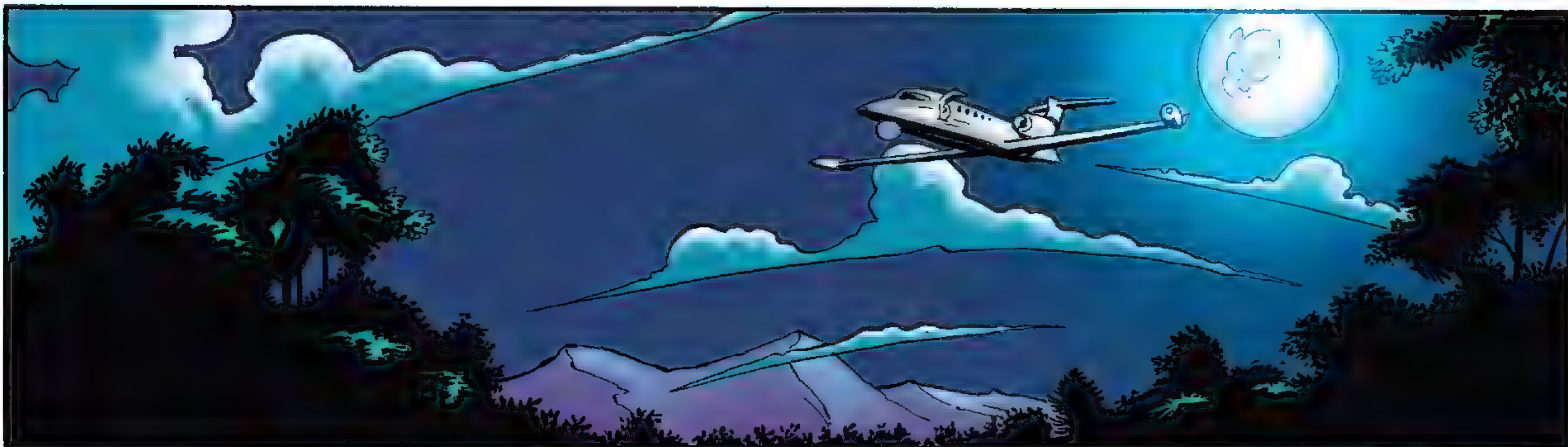
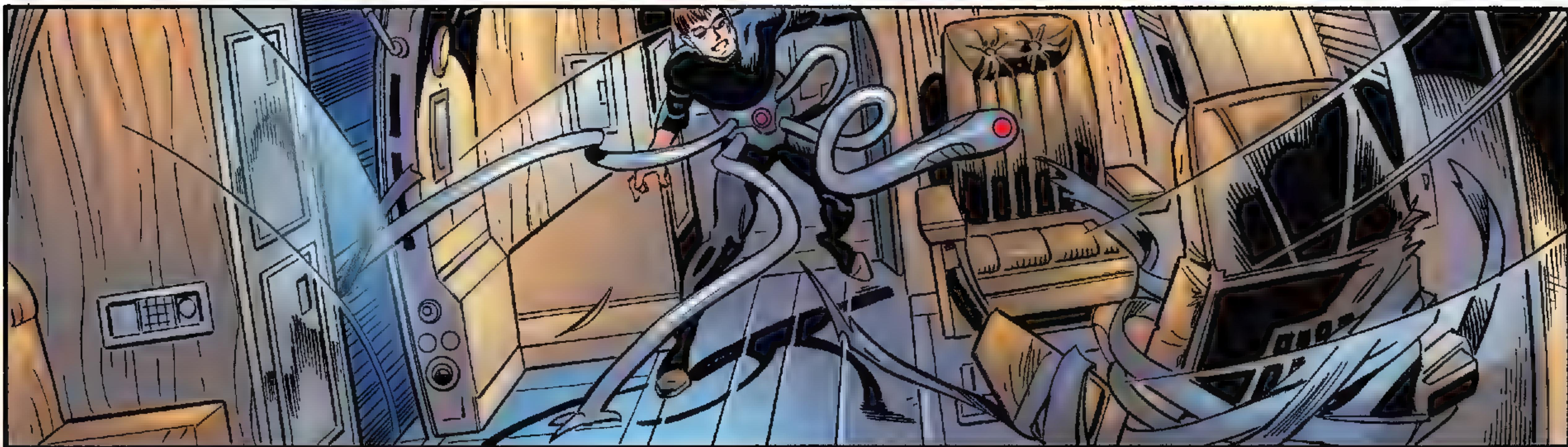
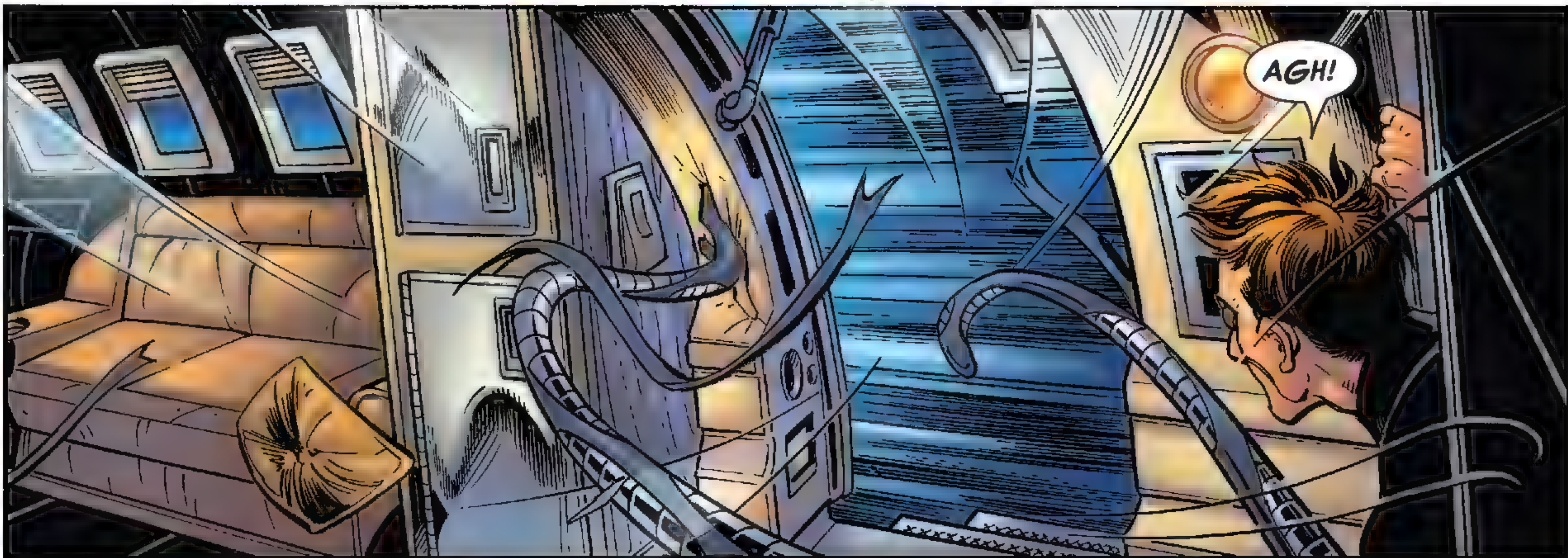
Okay. Flight 506. You are clear for Runway 7. You are clear for landing.

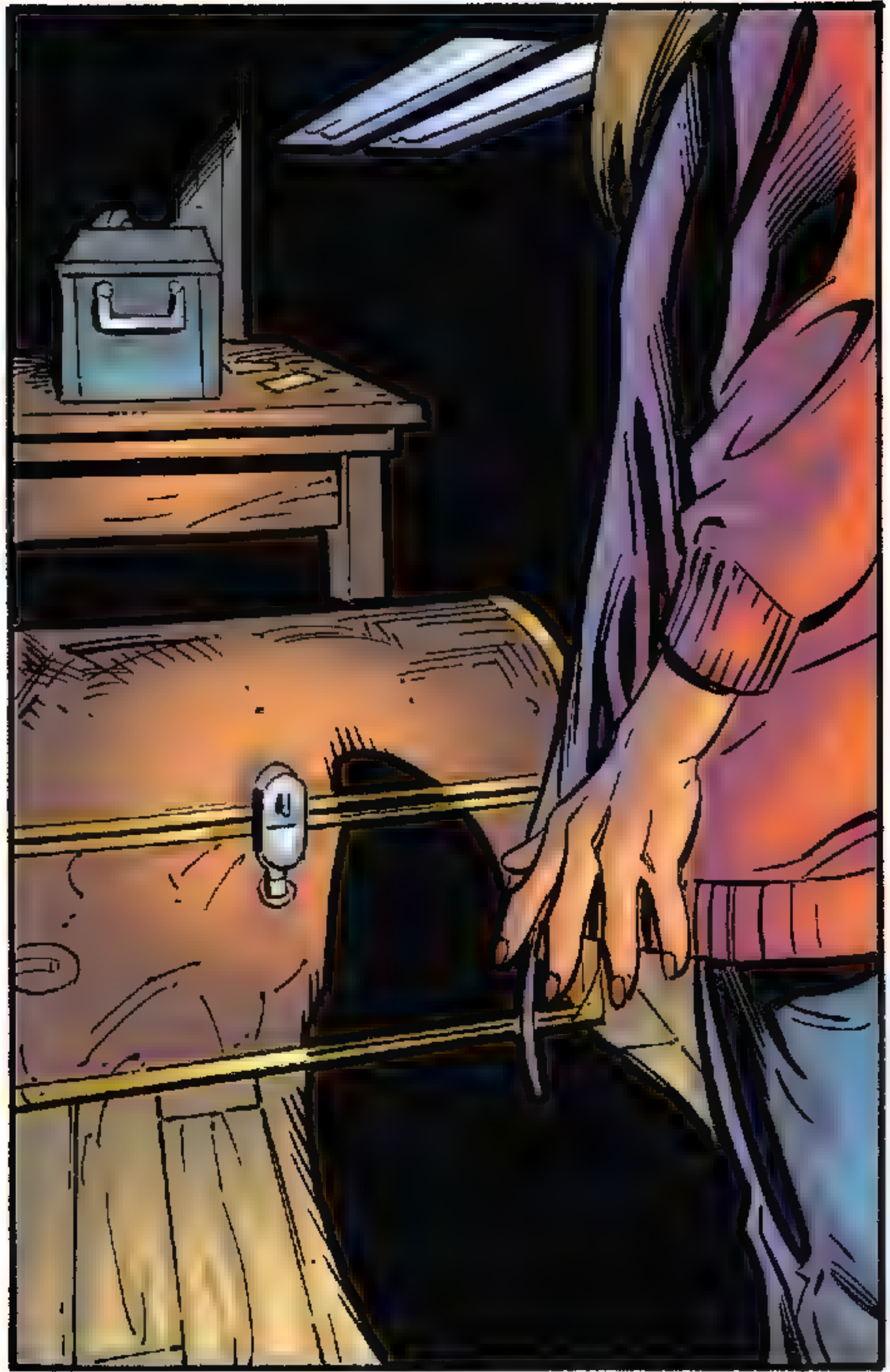
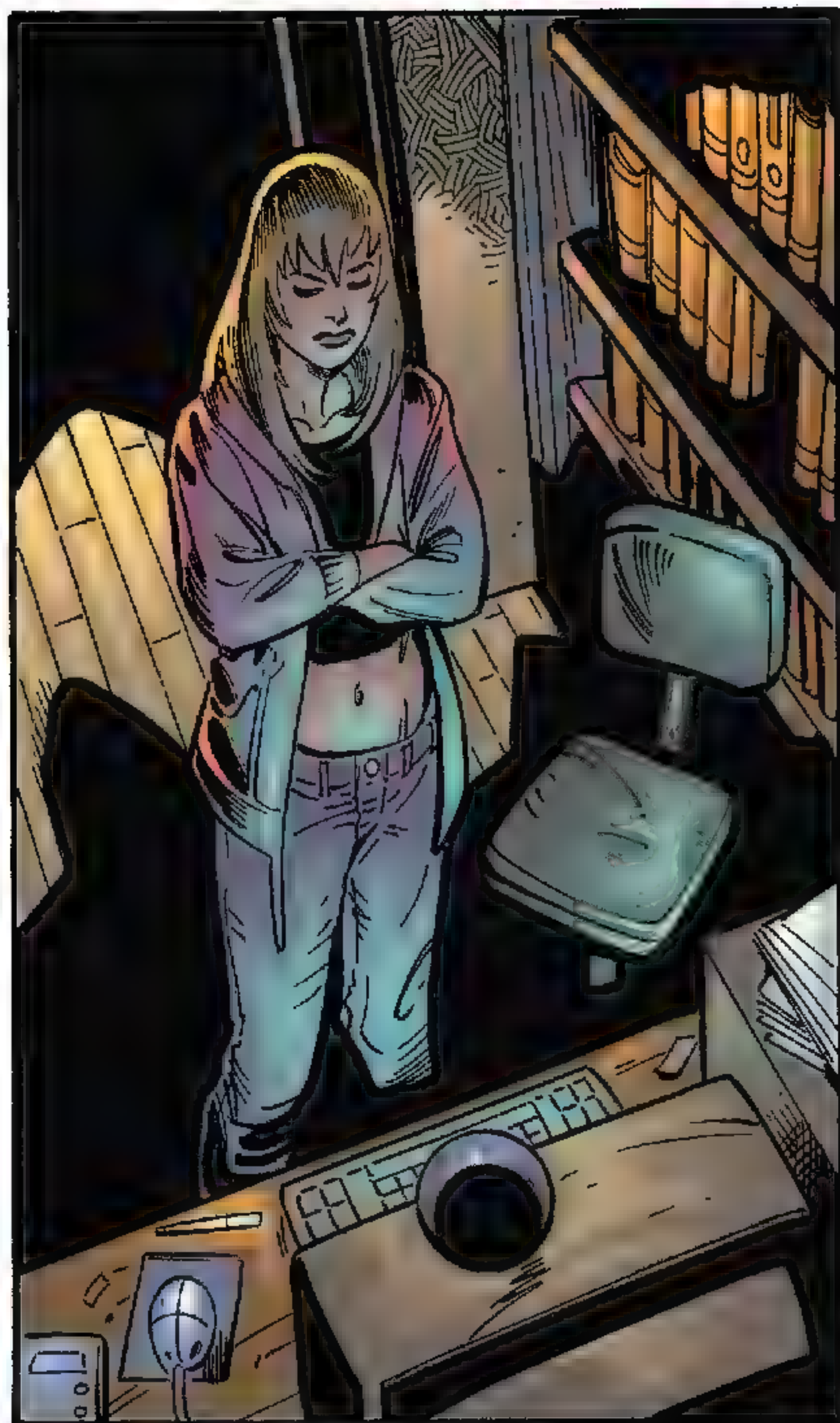
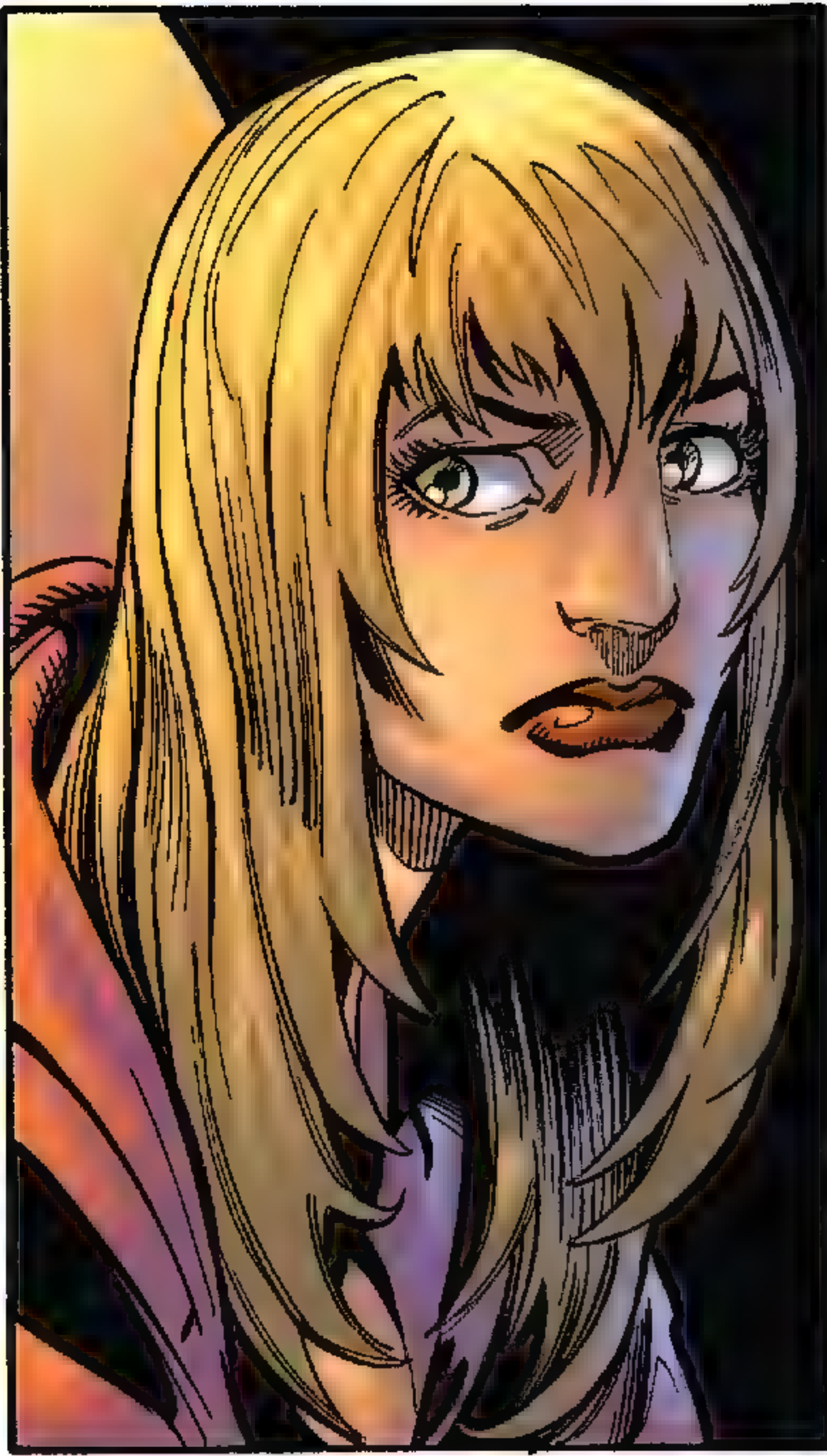
There's no taxi crew, but someone will be there to meet you and go over the paperwork, over.

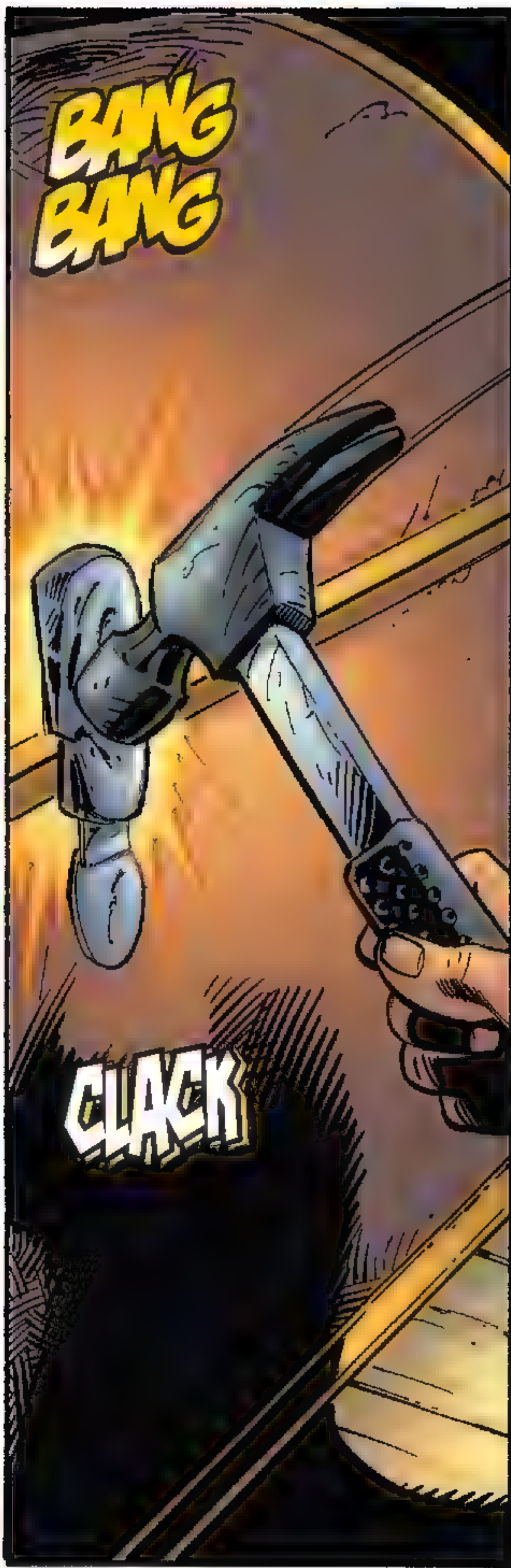


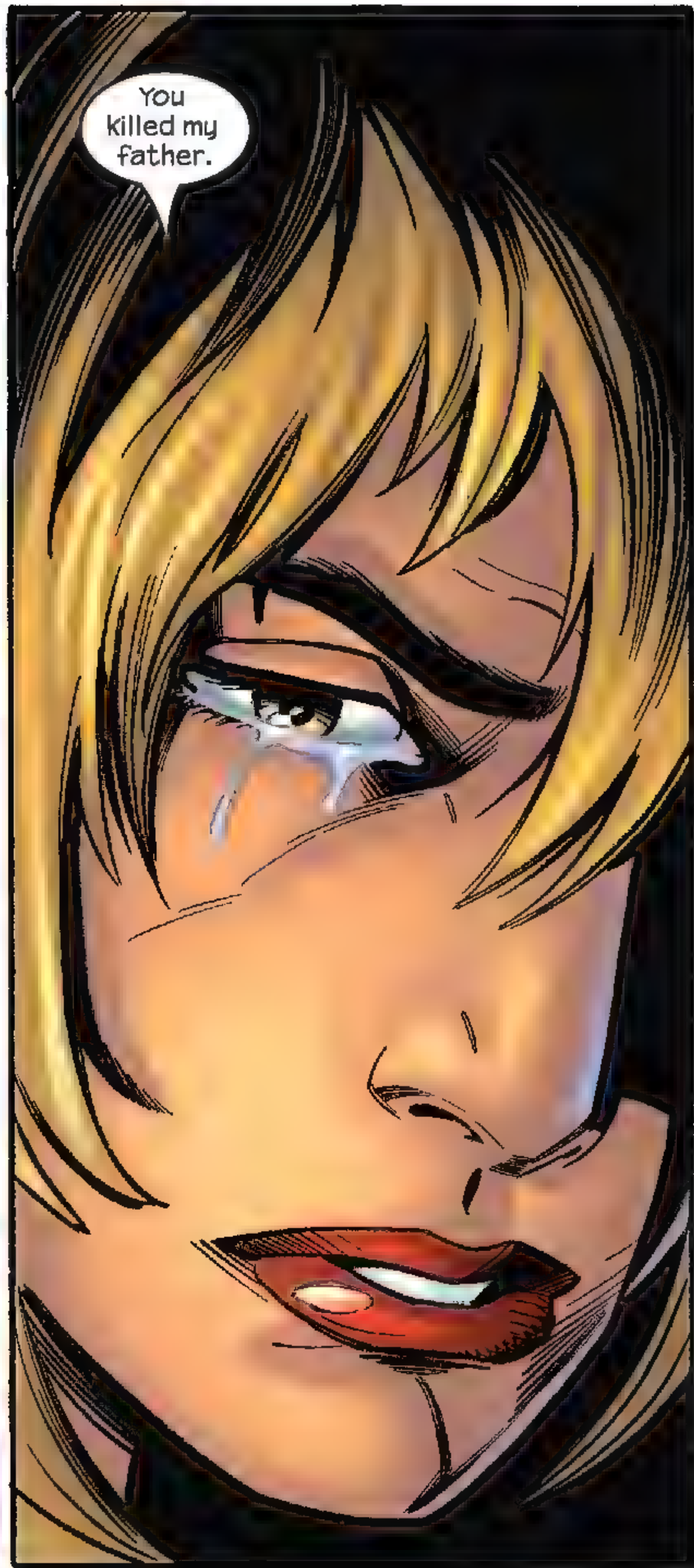
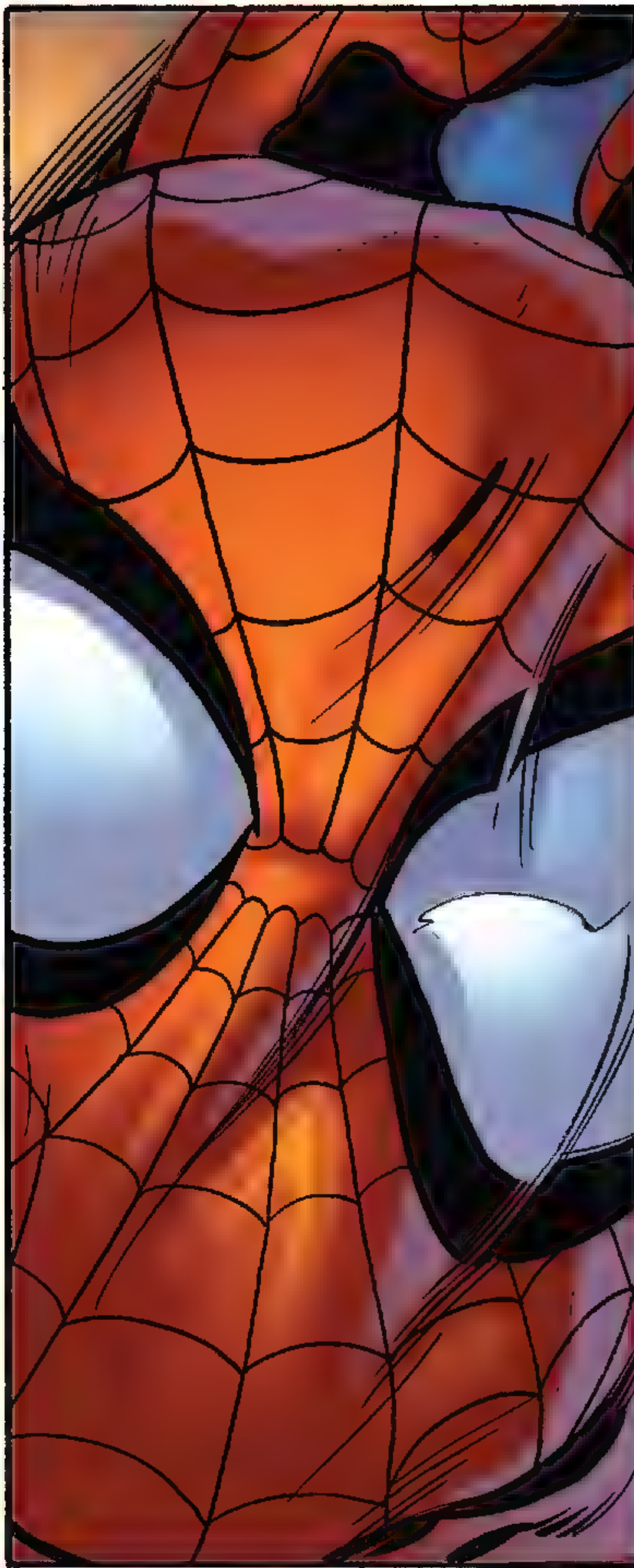
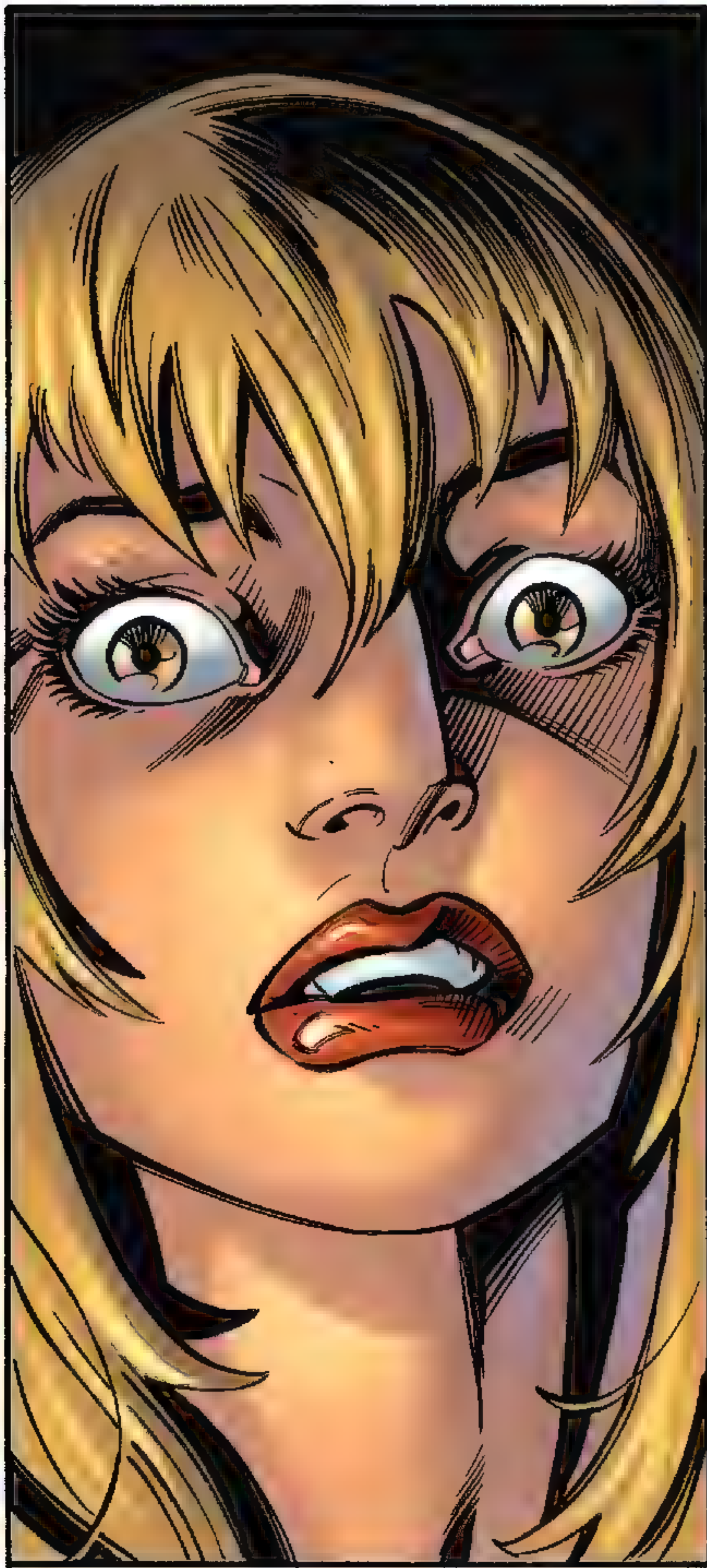
Much obliged, Tower.

BOOM!















São Paulo/Congonhas International Airport, Brazil



I know.

Little Parker is out there somewhere.



Mr. Pilot, sir, you did an *exceptional* job flying this plane under what I am *sure* are not ideal flying conditions.

But-but, Mr. Octavius, sir...

You promised to let me go if I got you here. You promised.

I want you to know that I appreciate your attitude and precision during this stressful situation.



You-you promised.

Yes, well, we still have the little Spider-Man to deal with.

Who?

That little Spider-Man.

The costumed young man I had tied up in the back of the plane.

Funny thing is, I know who he really is, behind the mask...

But it's useless information. It means nothing to me.



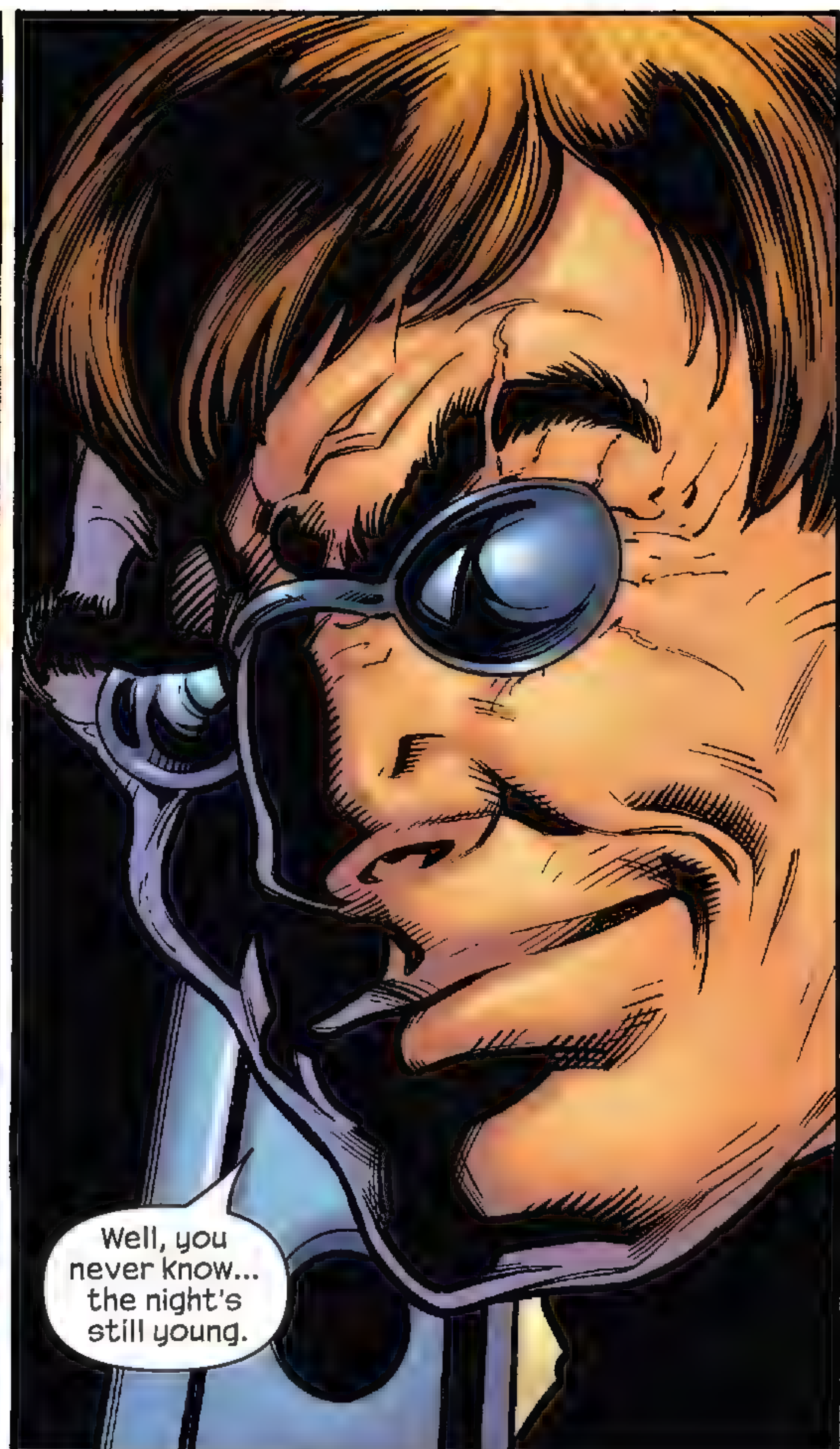
He-he jumped out of a moving plane a hundred miles away. He's--

He's out there, trust me.

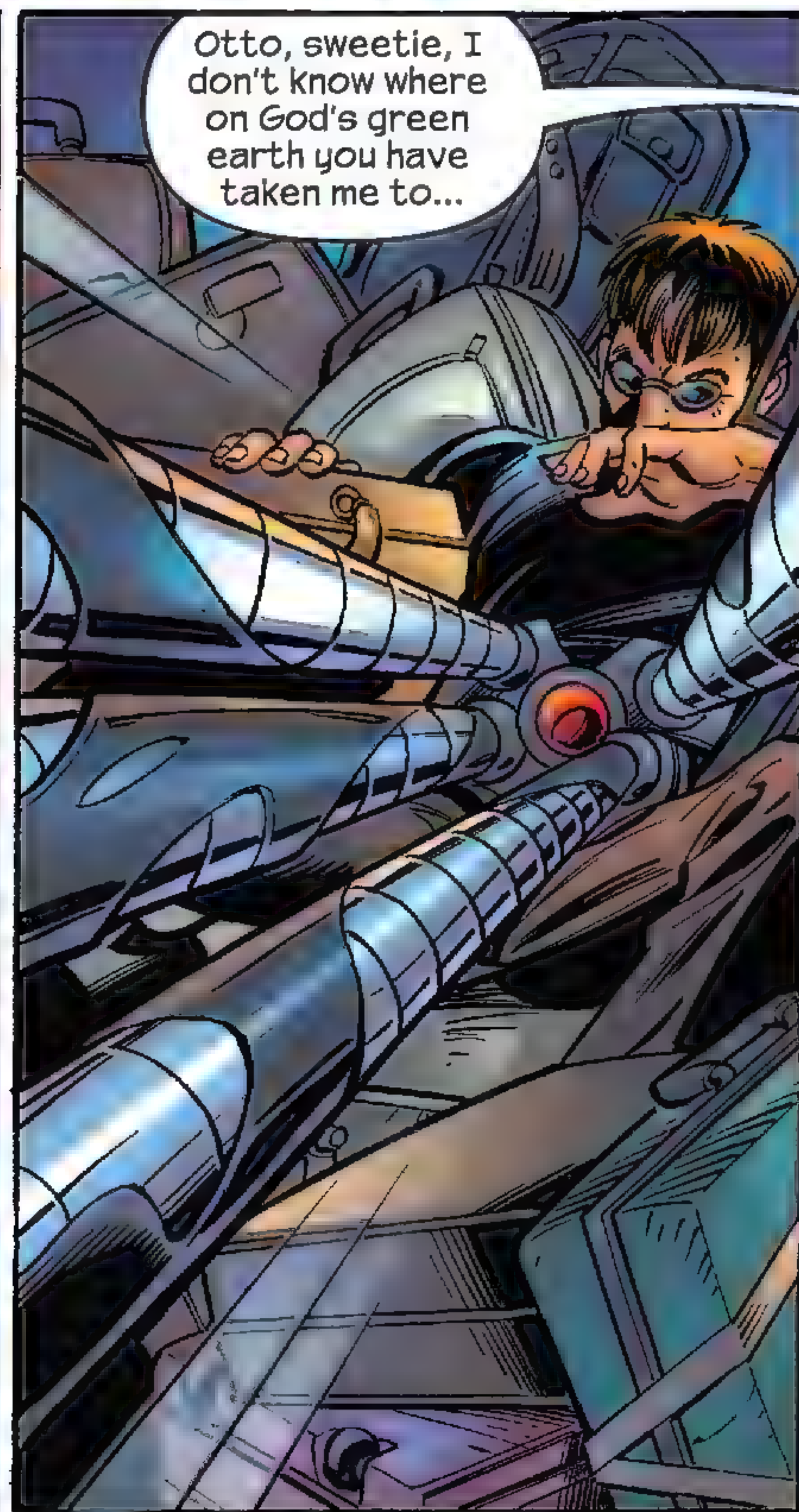
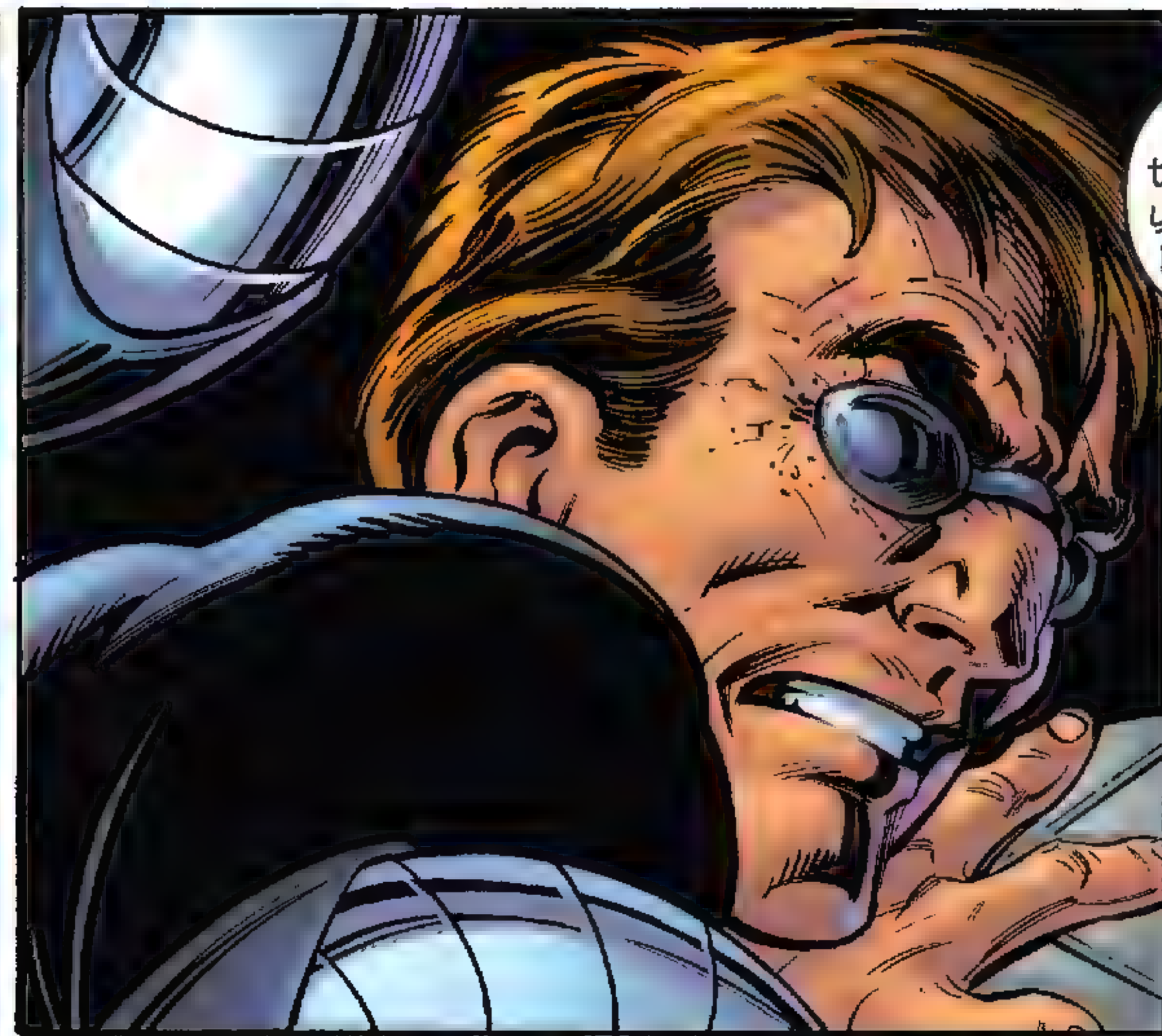
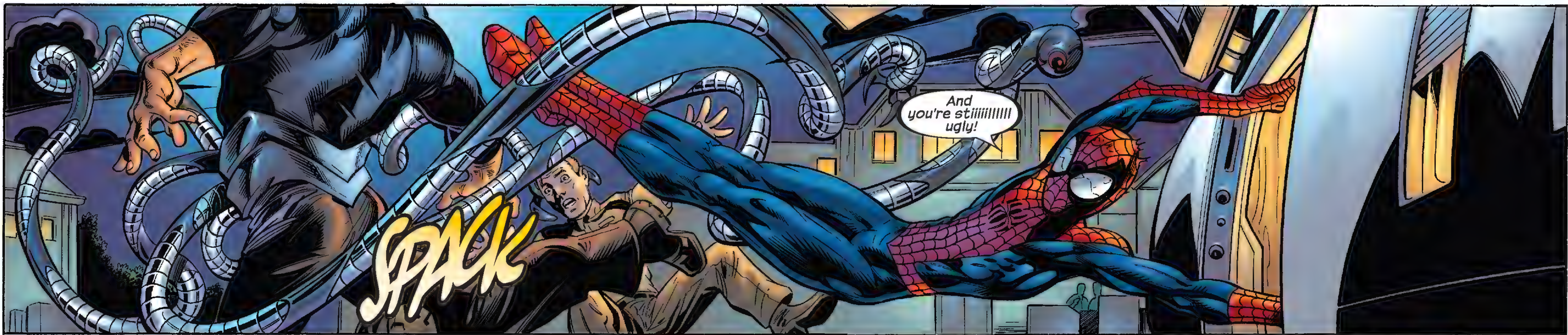
What? He couldn't possibly...

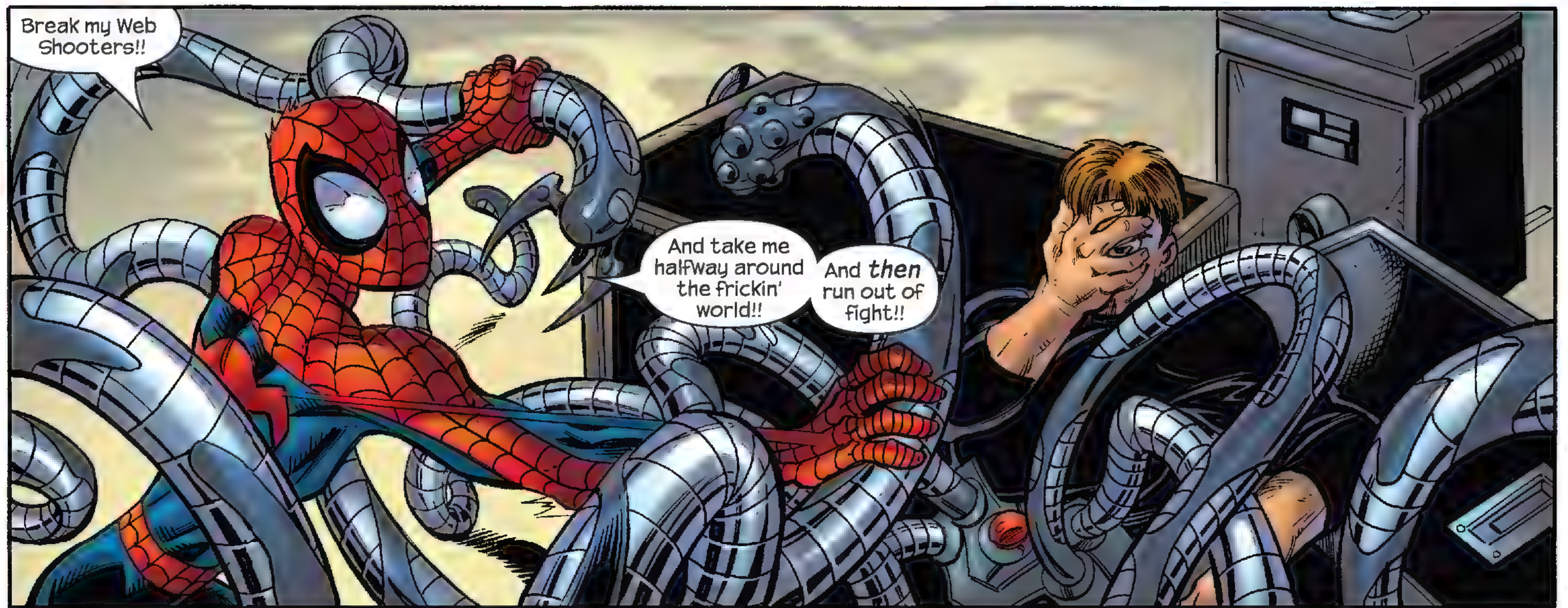
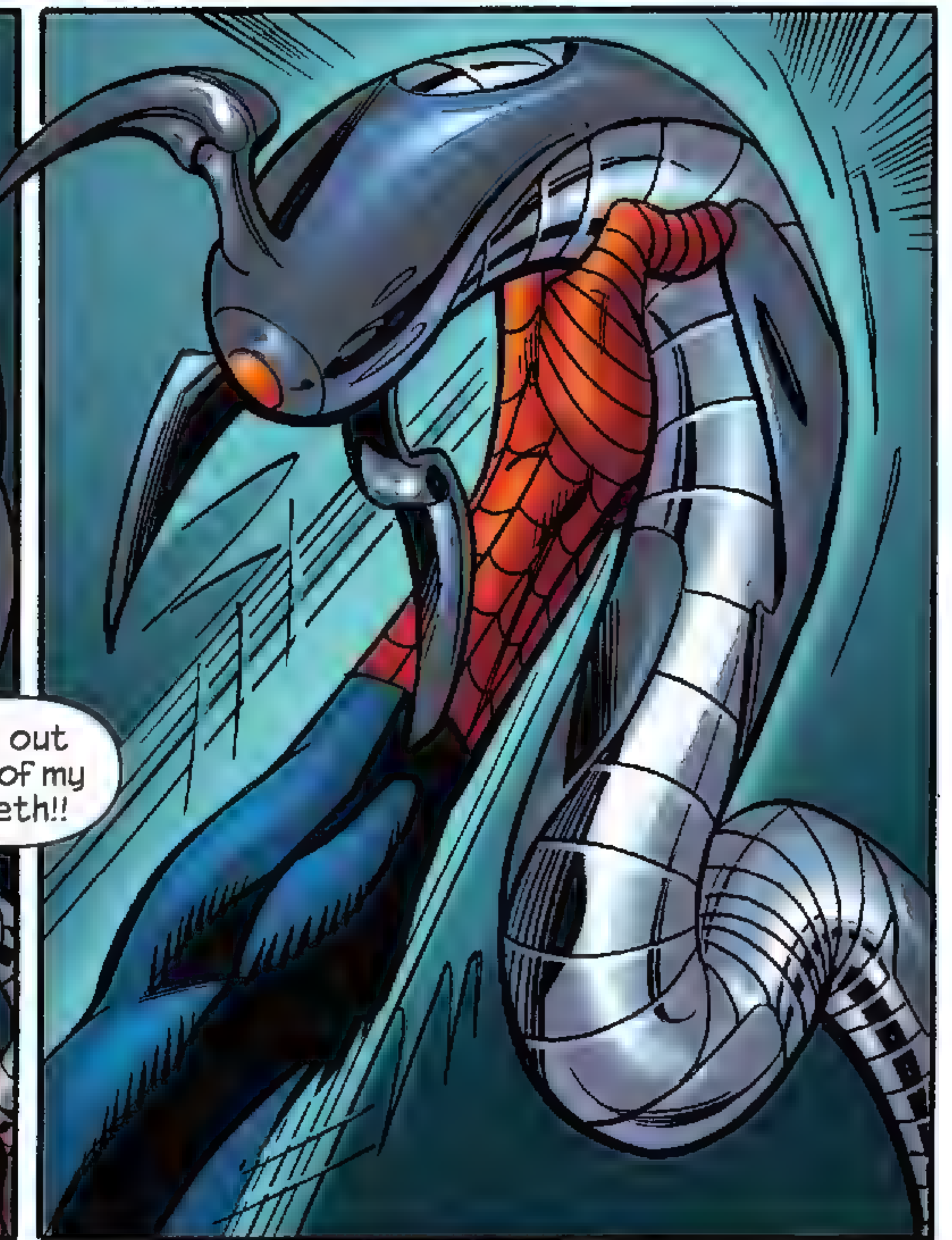
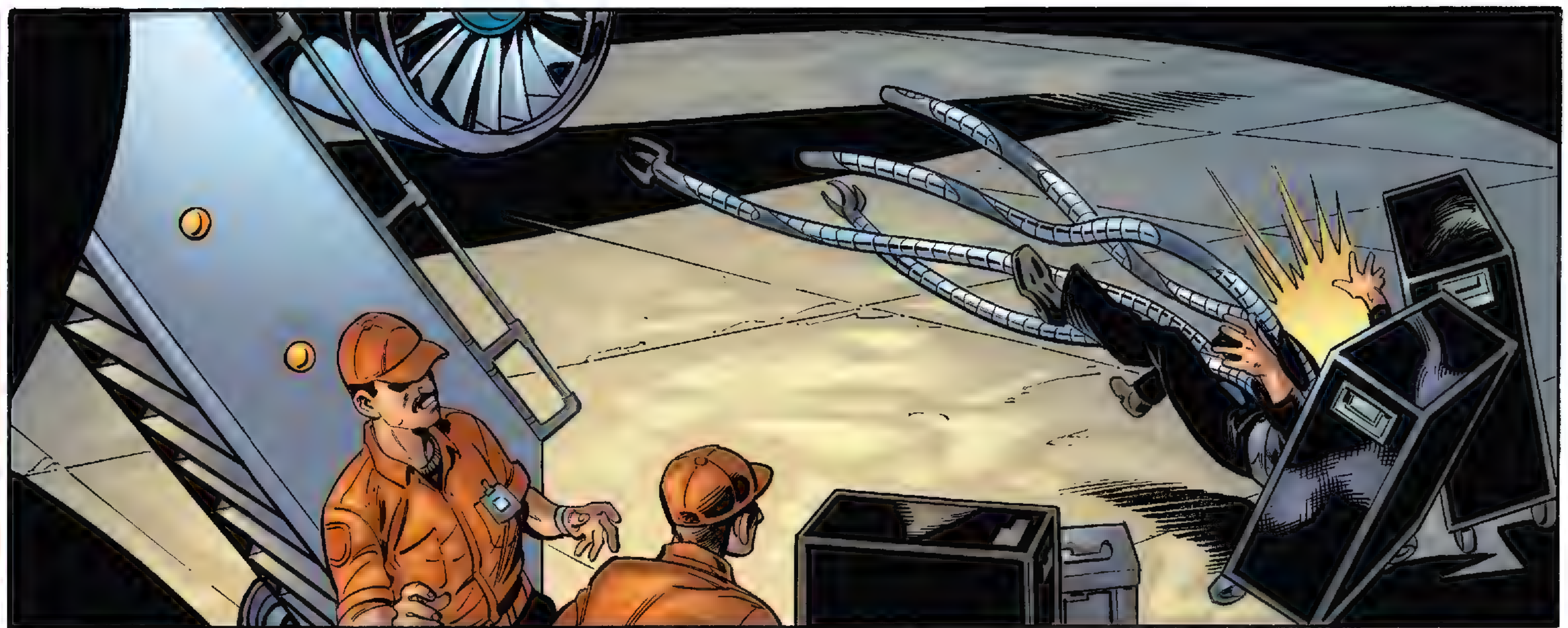
He's out there.

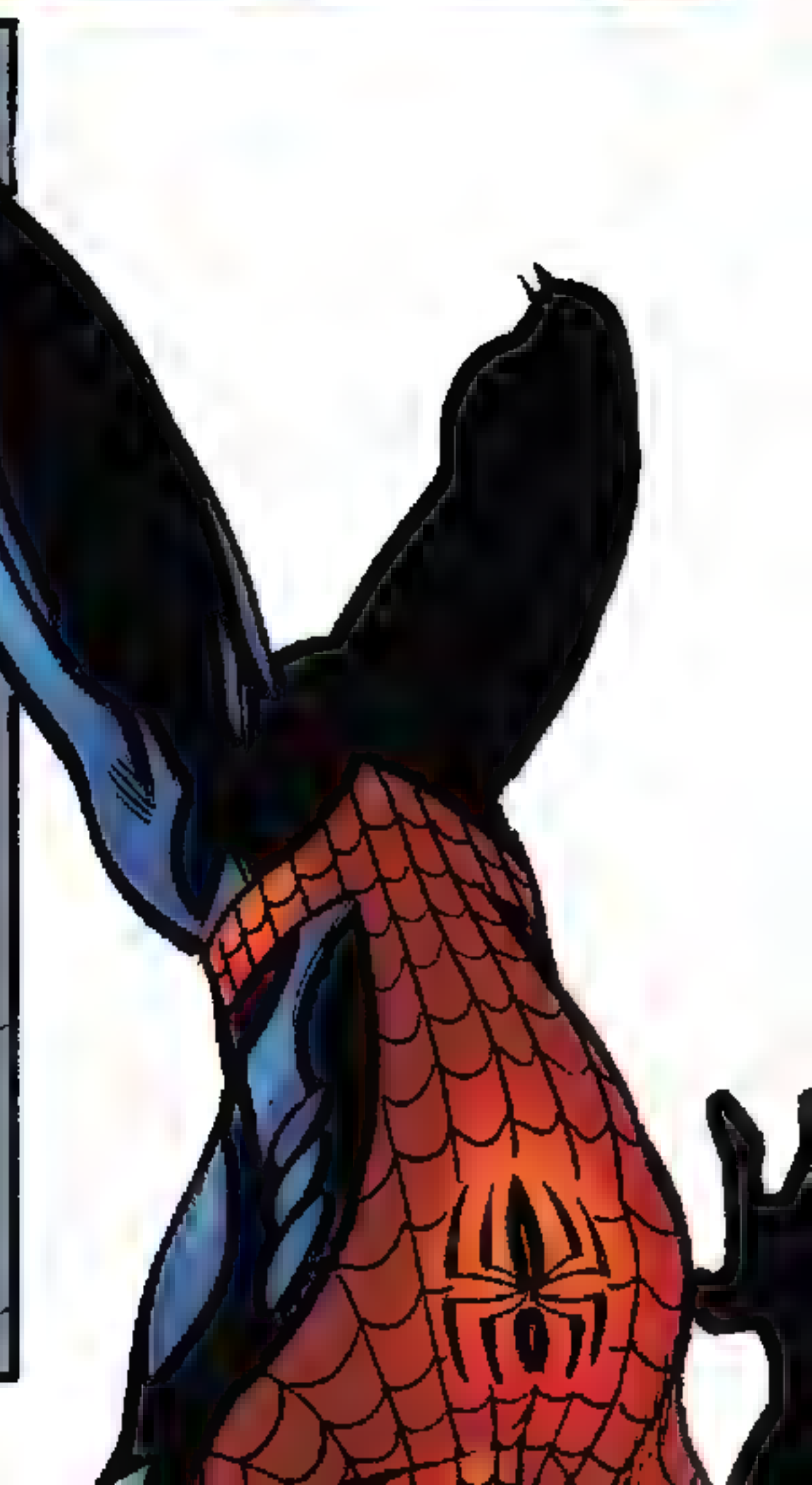
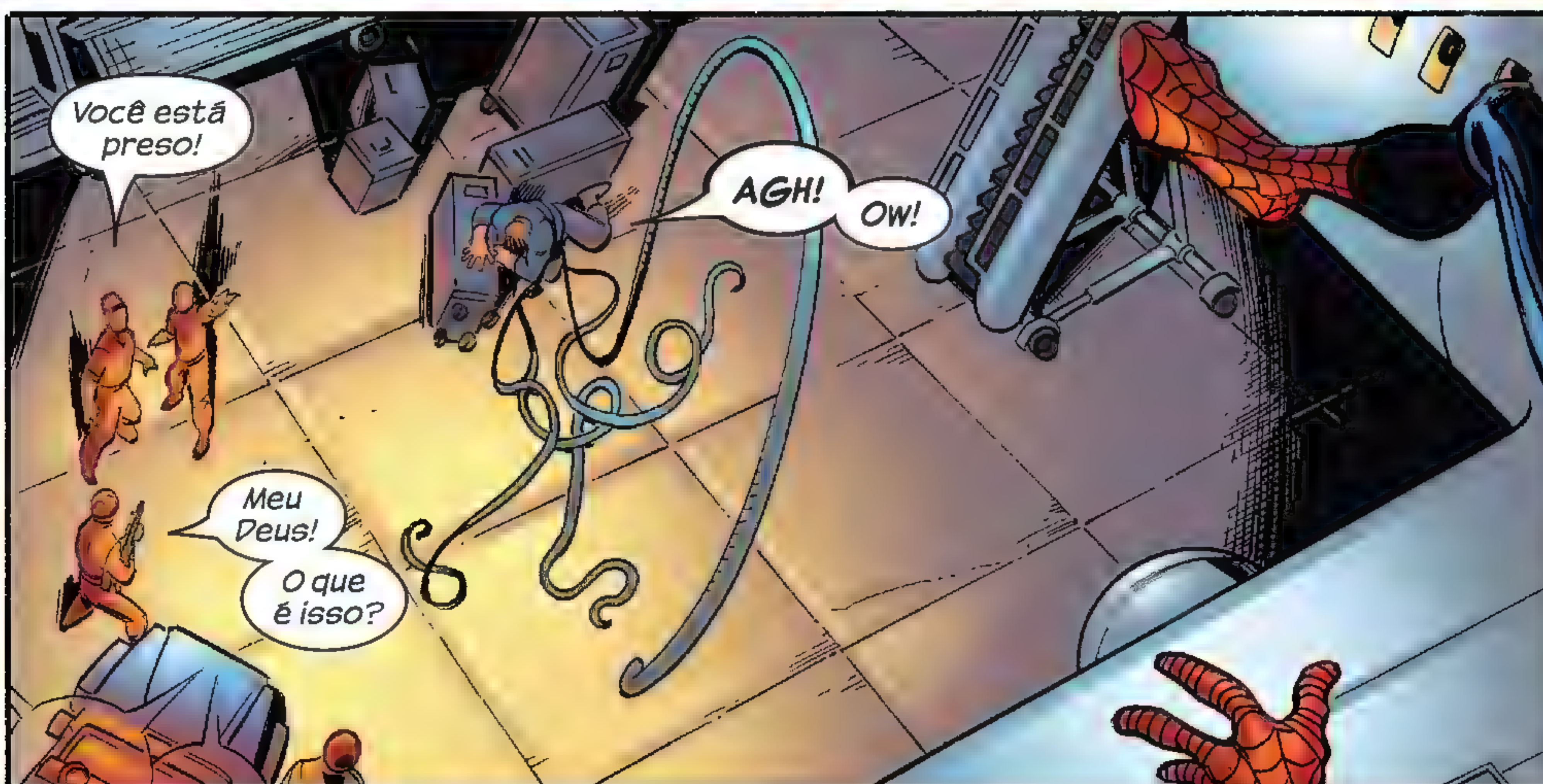
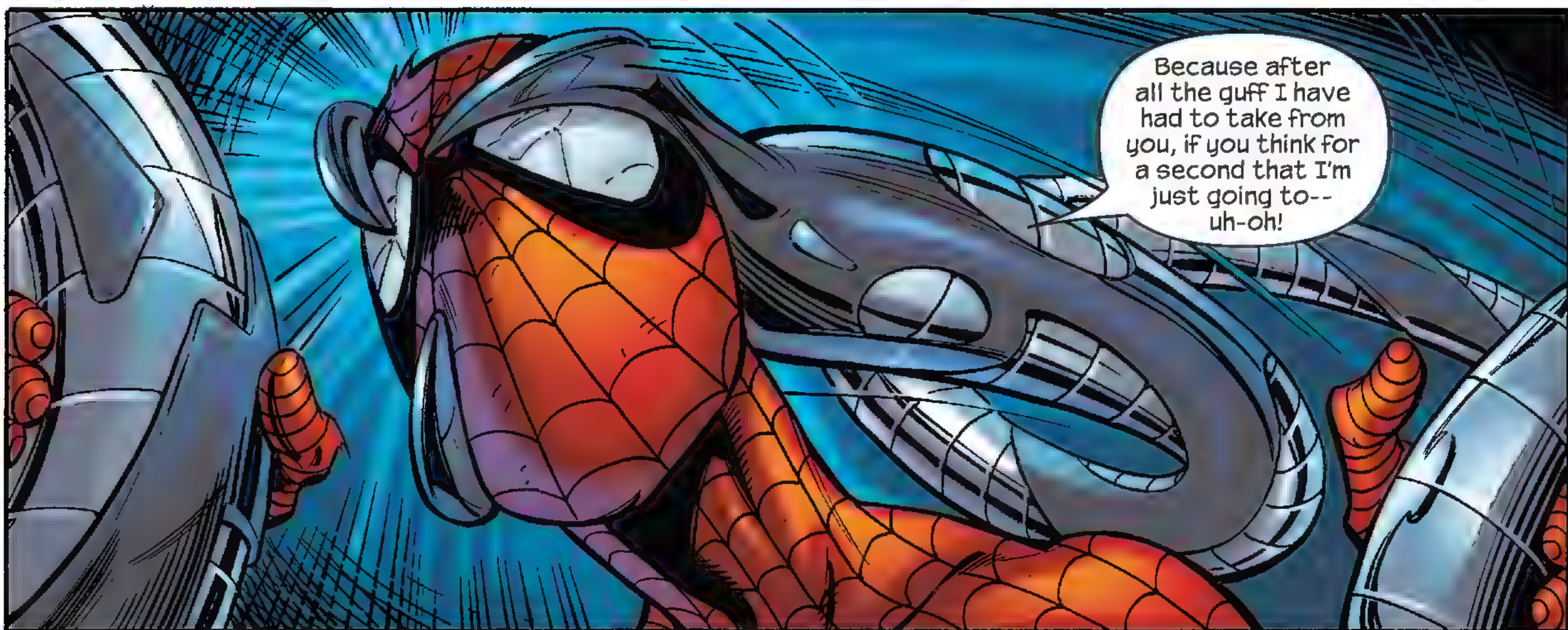
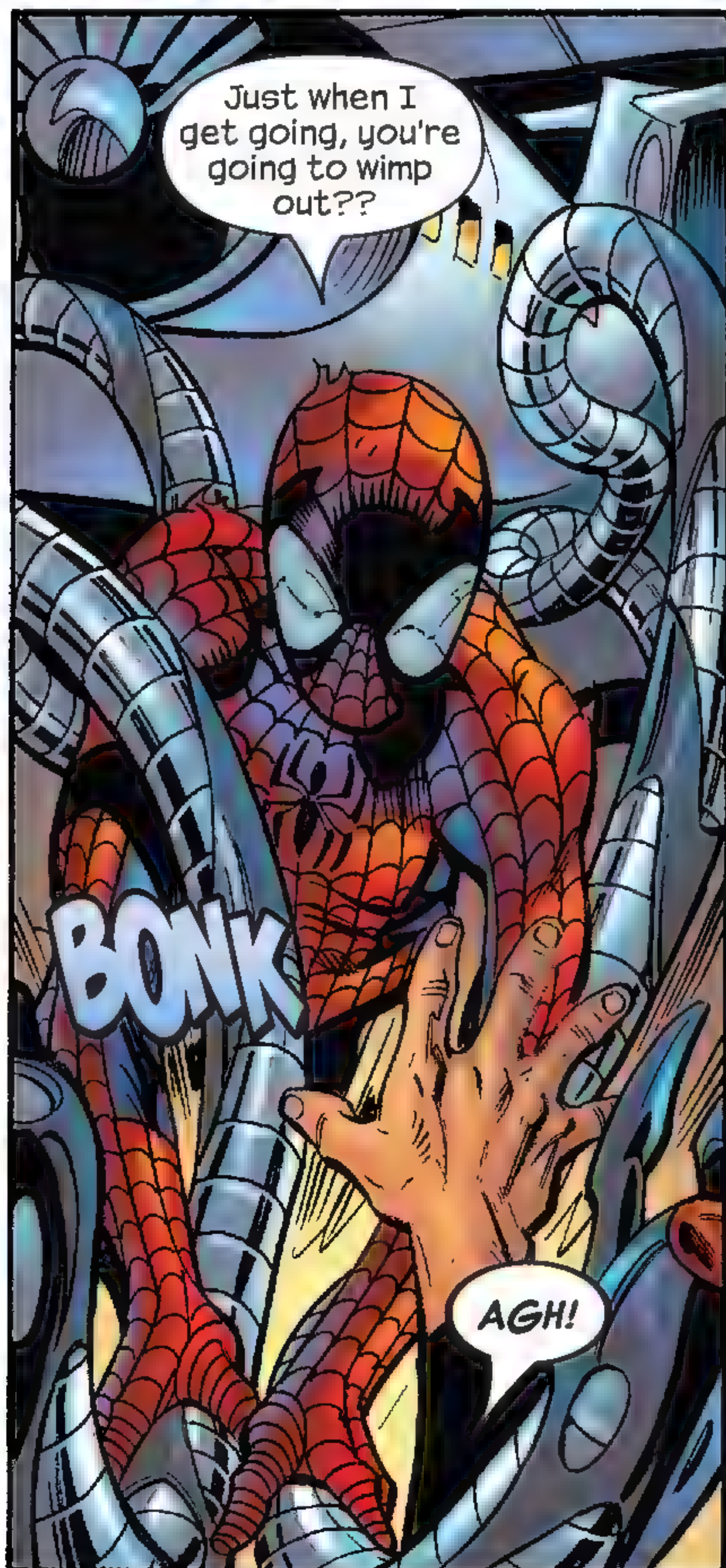
You're going to kill me, aren't you?

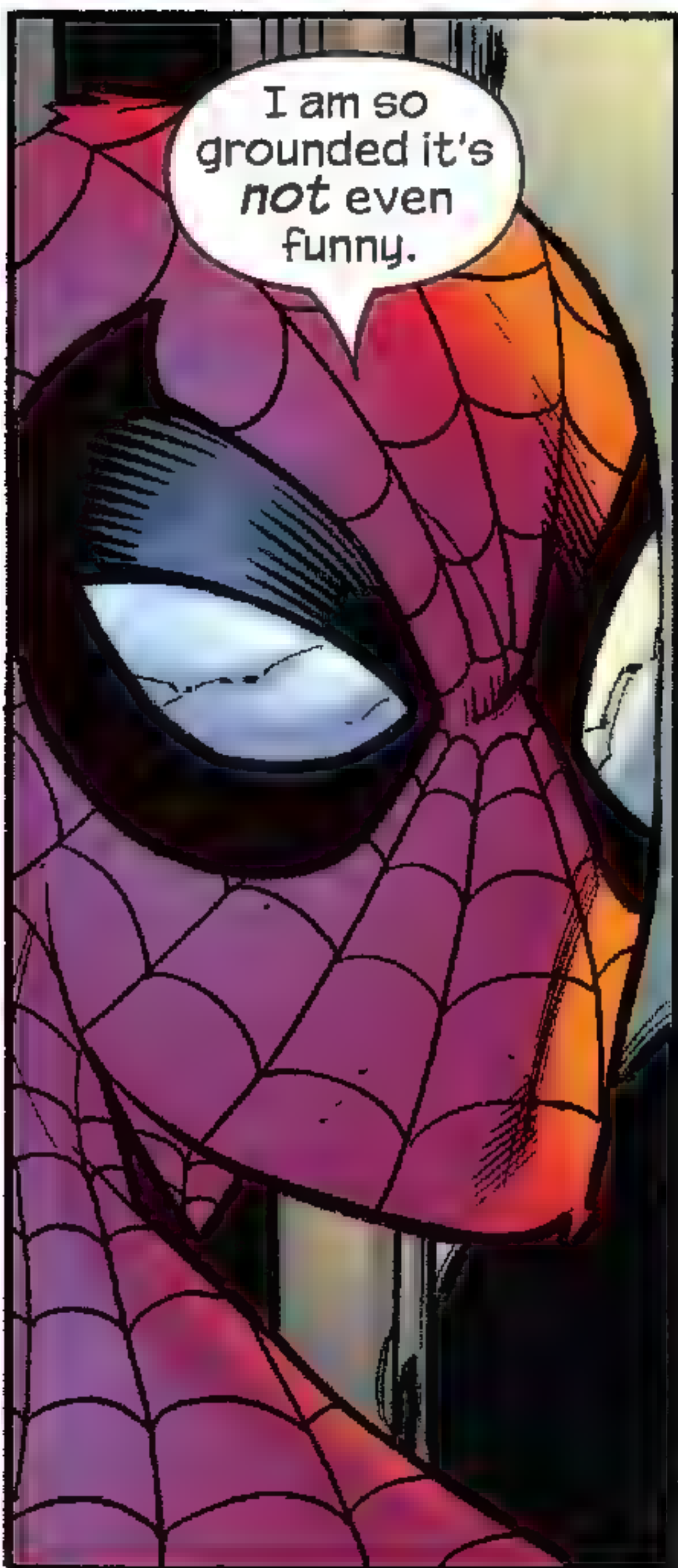
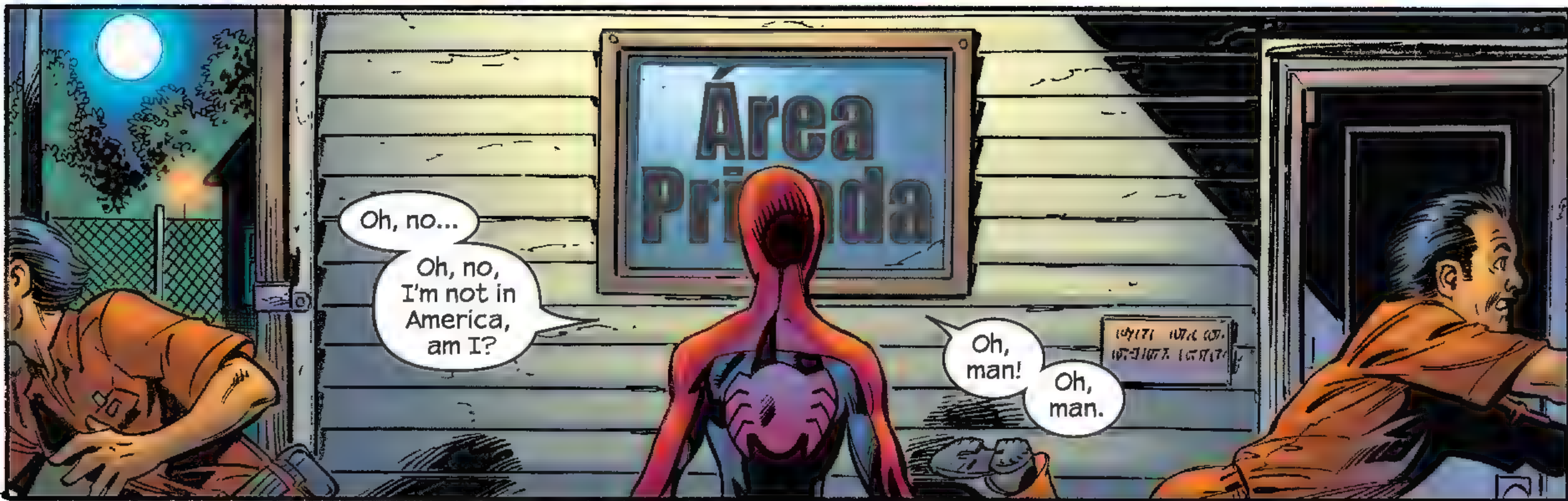
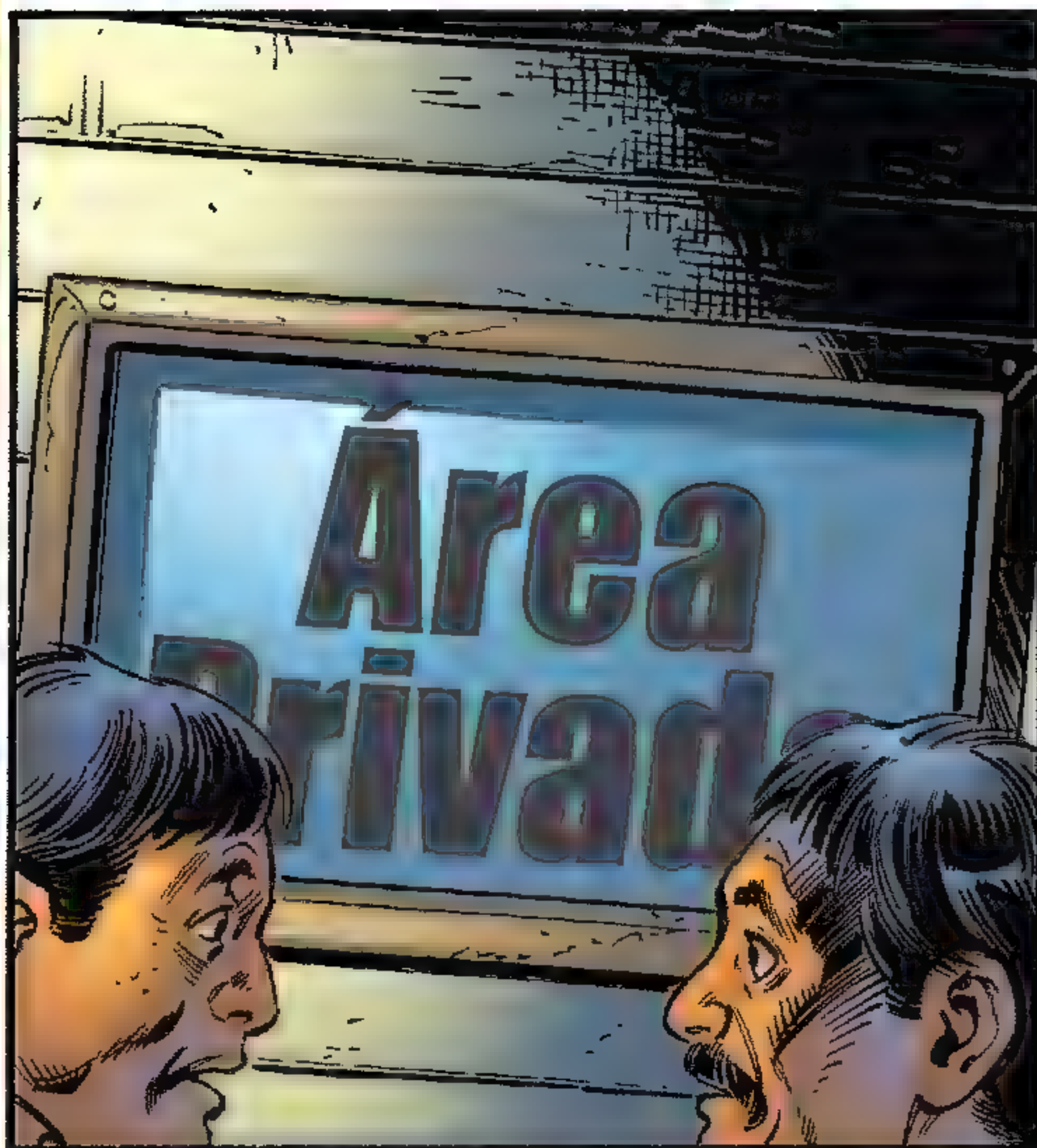
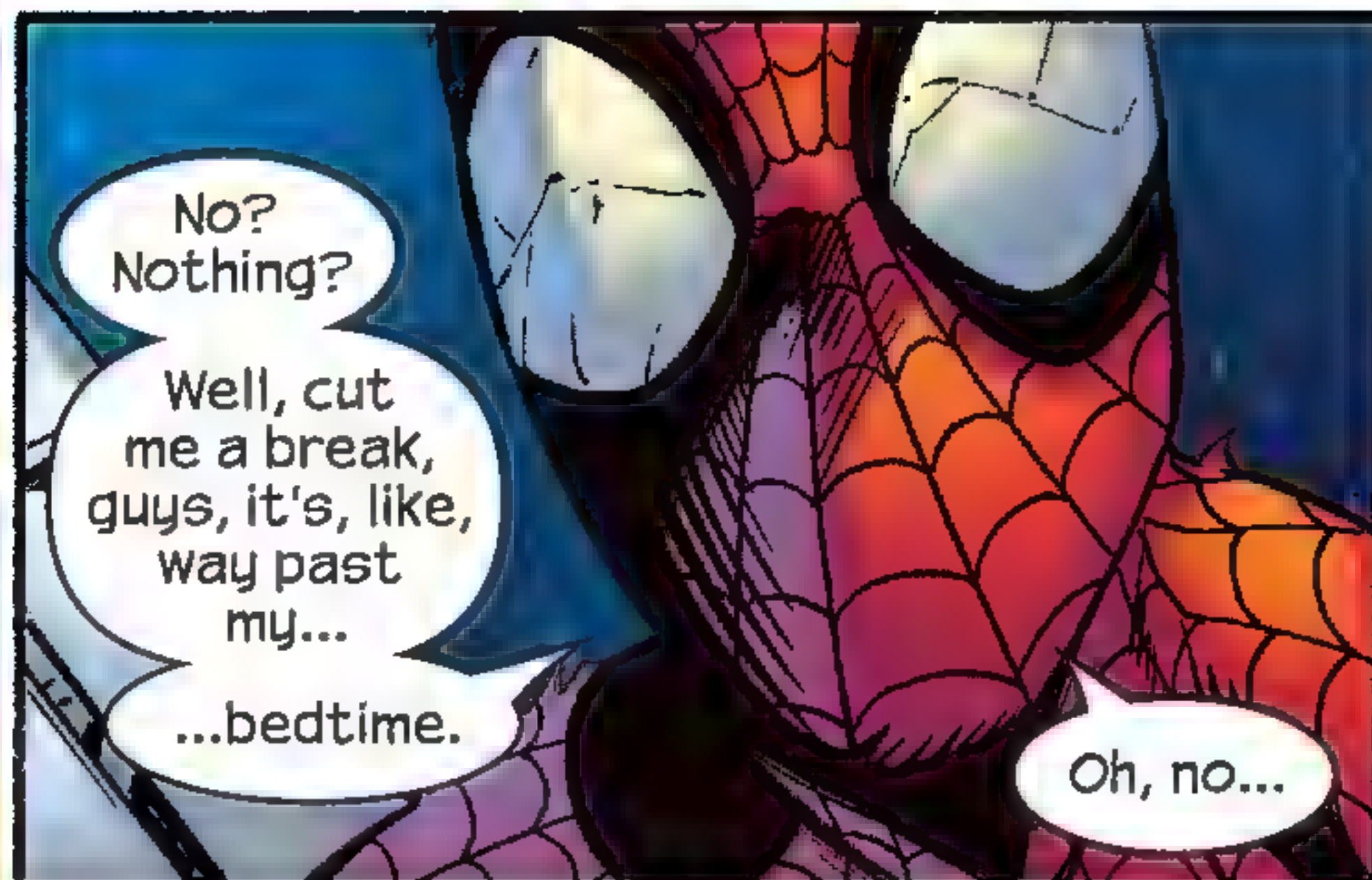
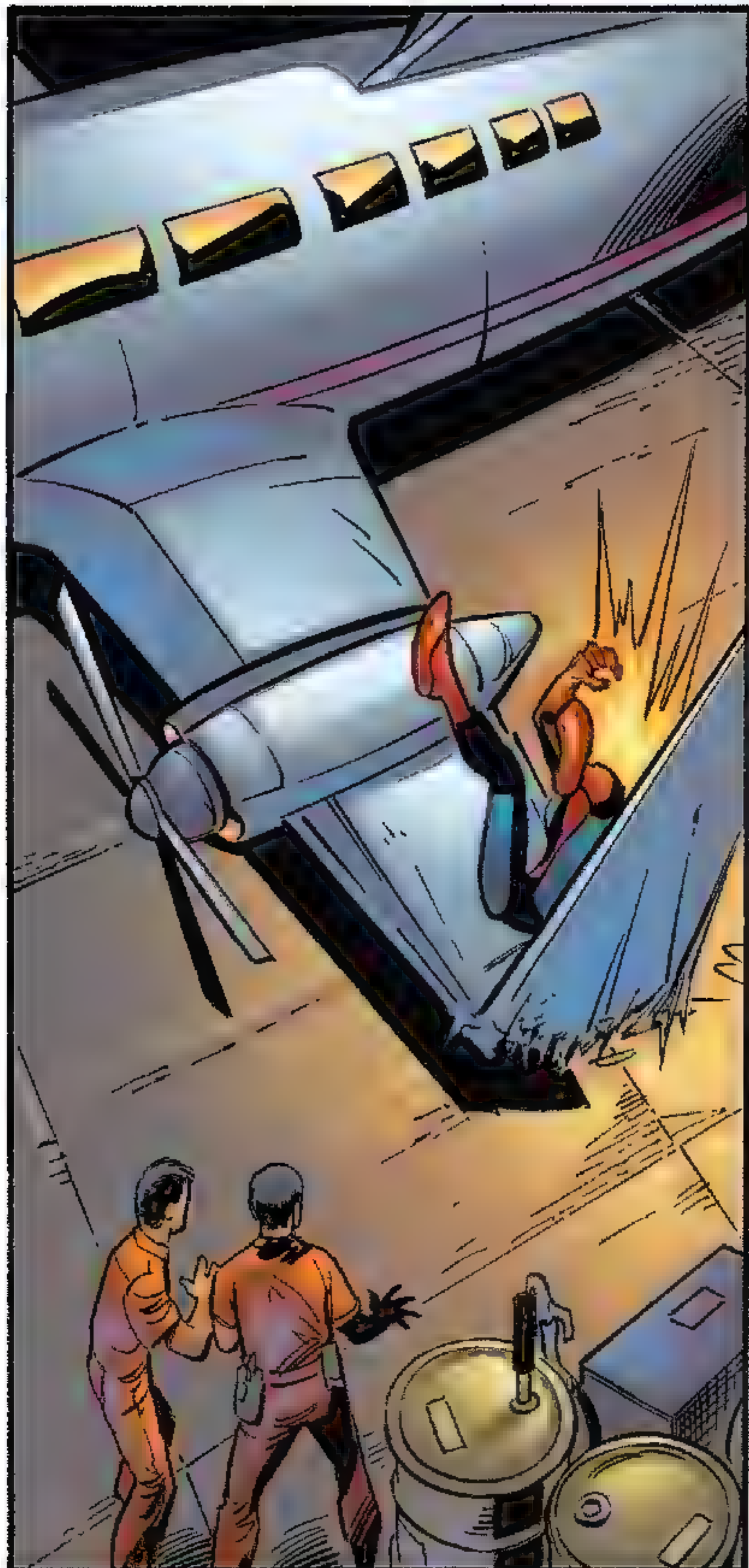


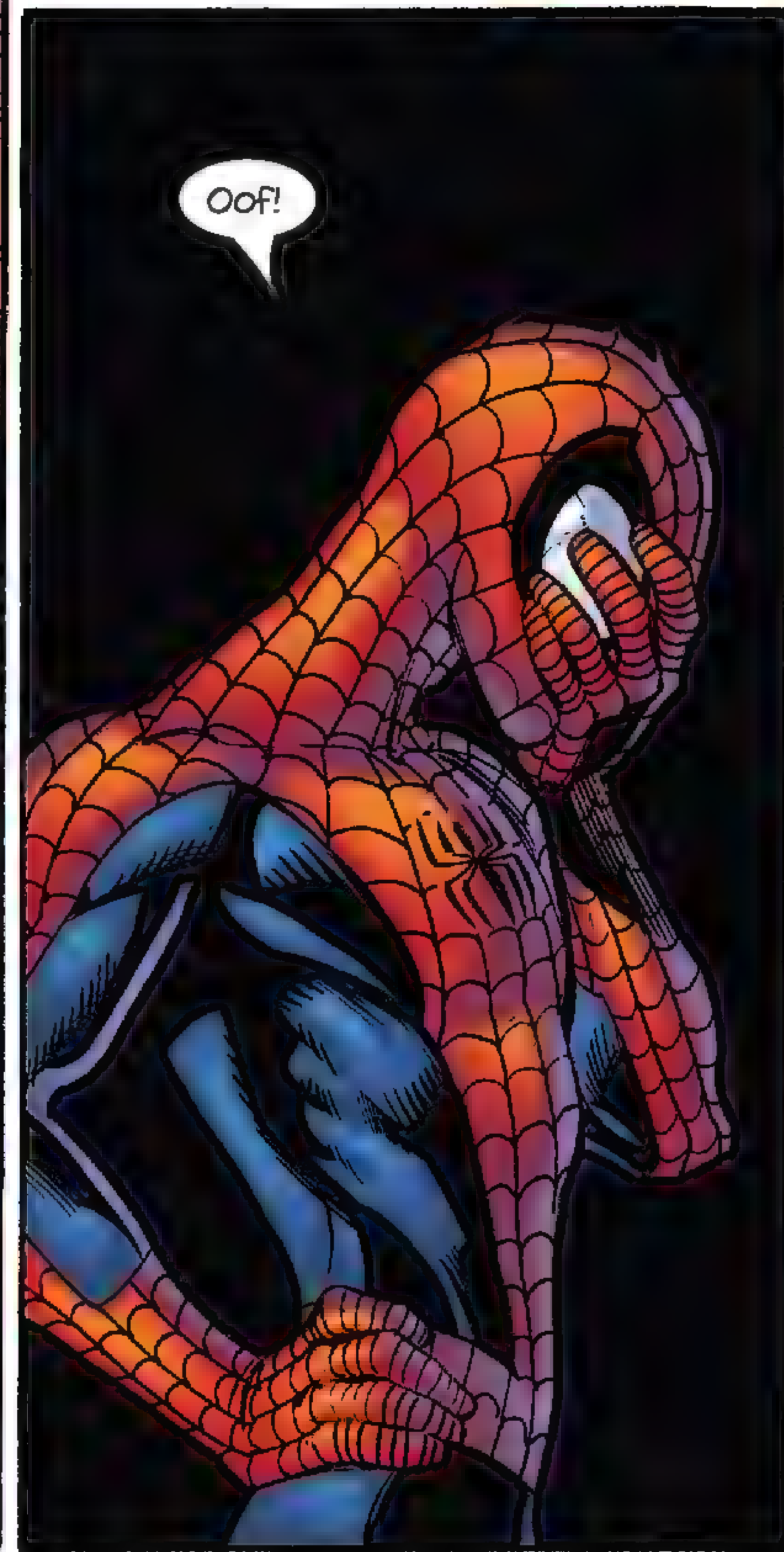
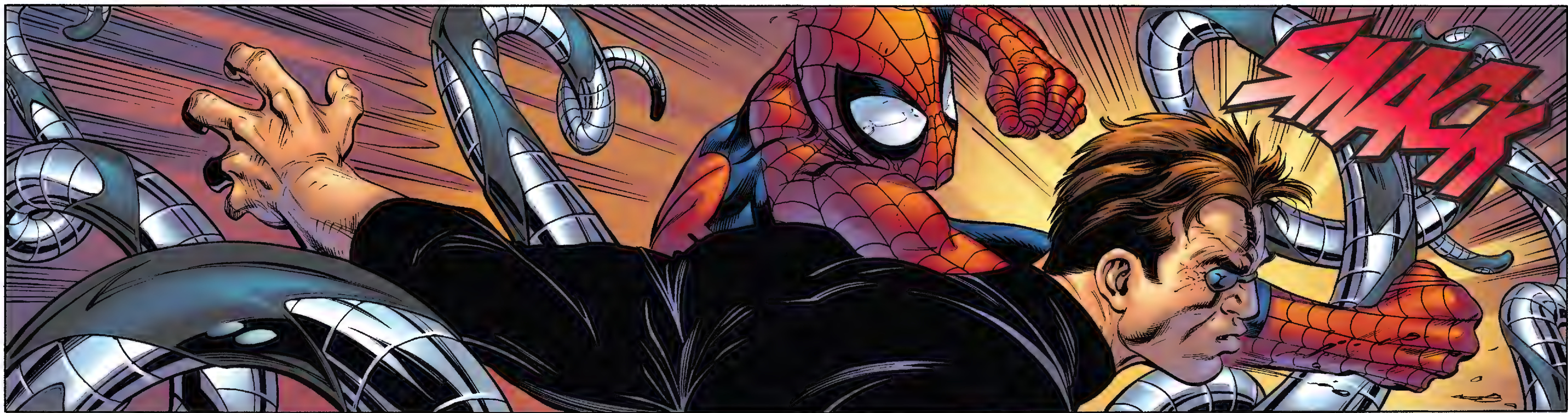
Well, you never know... the night's still young.











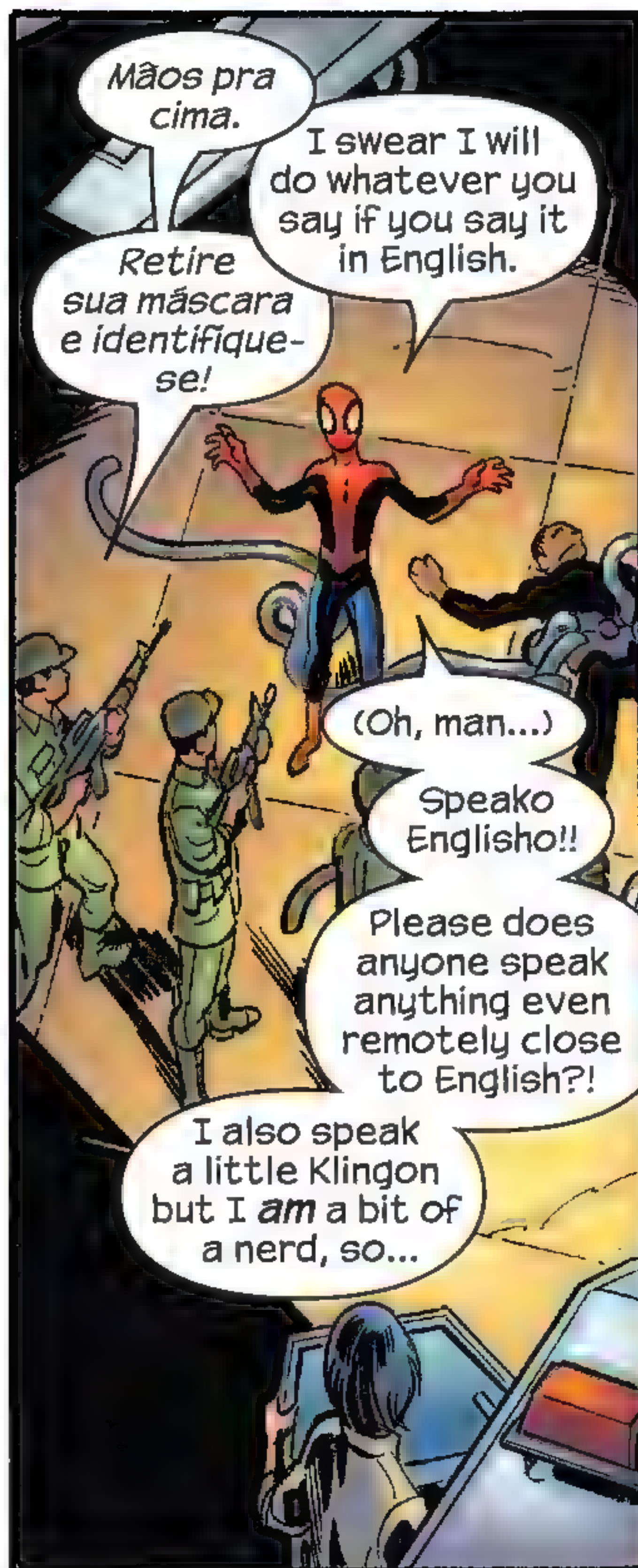


Você está preso!

Todo mundo para!

Nós somos a autoridade!!

Oh, no.



Mãos pra cima.

I swear I will do whatever you say if you say it in English.

Retire sua máscara e identifique-se!

(Oh, man...)

Speako Englisho!!

Please does anyone speak anything even remotely close to English?!

I also speak a little Klingon but I *am* a bit of a nerd, so...



Nem pensa em mover-se!

I swear to God I am going to cry right here.

Ei, Roberto, eu vi estes dois na CNN Internacional. Tu é o Homem Aranha e o Homem Polvo!

I'm just going to start crying like a baby!



Are you really the American Spider-Man?

Oh, thank God!

Yes, yes, believe it or not I am *actually* him.

What are you doing here in this--



Okay, listen, this dude here- this is actually the actual Otto Octavius.

The *Doctor* Octopus!

Yes! Yes. He kidnapped me. Me and that guy-that guy over there--

And he flew us to here- wherever here is.

You do not know where you are?

I am hoping Spanish Harlem but I have a feeling--



You, sir, are in Brazil.



I am going to barf in my mask.
(Again.)



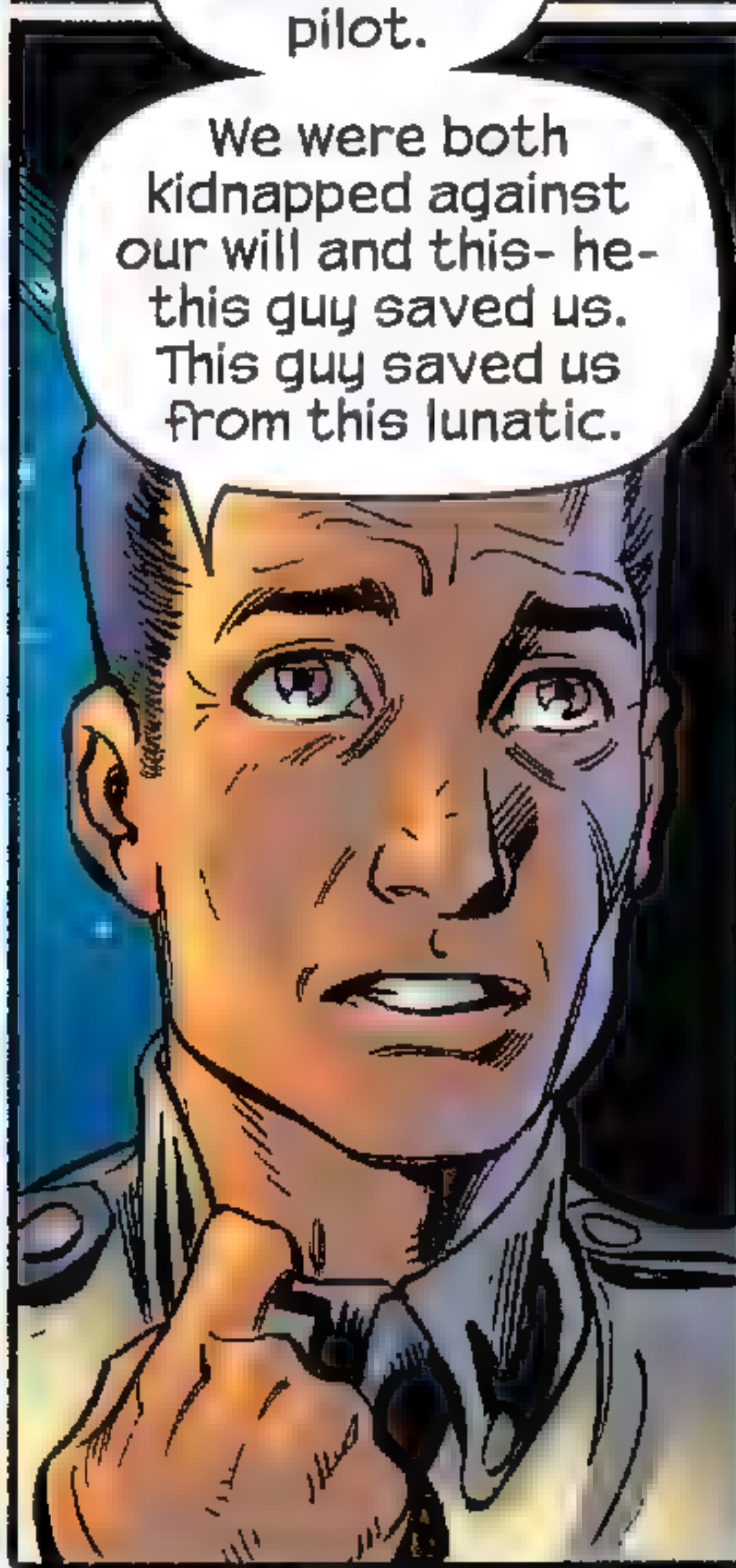
I do not understand.

I can't be here. I need to be *not* here!

You were kidnapped by this Octopus man?

Yes, yes-hey, dude, tell them.

Yes, I was the-the pilot.



We were both kidnapped against our will and this- he- this guy saved us. This guy saved us from this lunatic.



Thank you.

Thank *you*!

Yeah, of course, of course, for you--

Could you- I know you've had a rough night, could you please, please fly me back to New York, please.

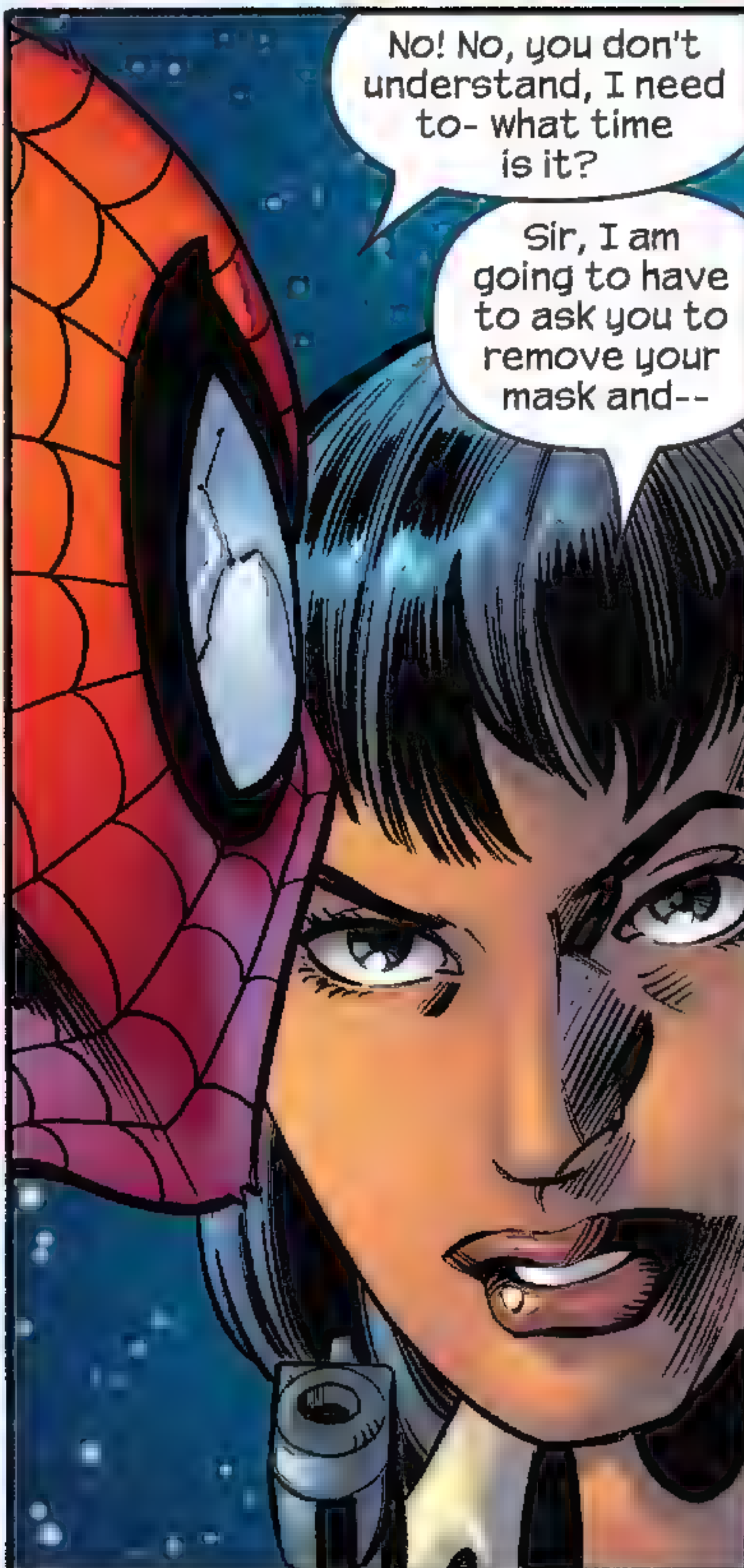
I'm sorry, sir, we're going to have to bring the two of you in for questioning.



No, that's okay. I'm fine.

No, we need to report this.

We need to file the papers. You will be in our custody, yes?



No! No, you don't understand, I need to- what time is it?

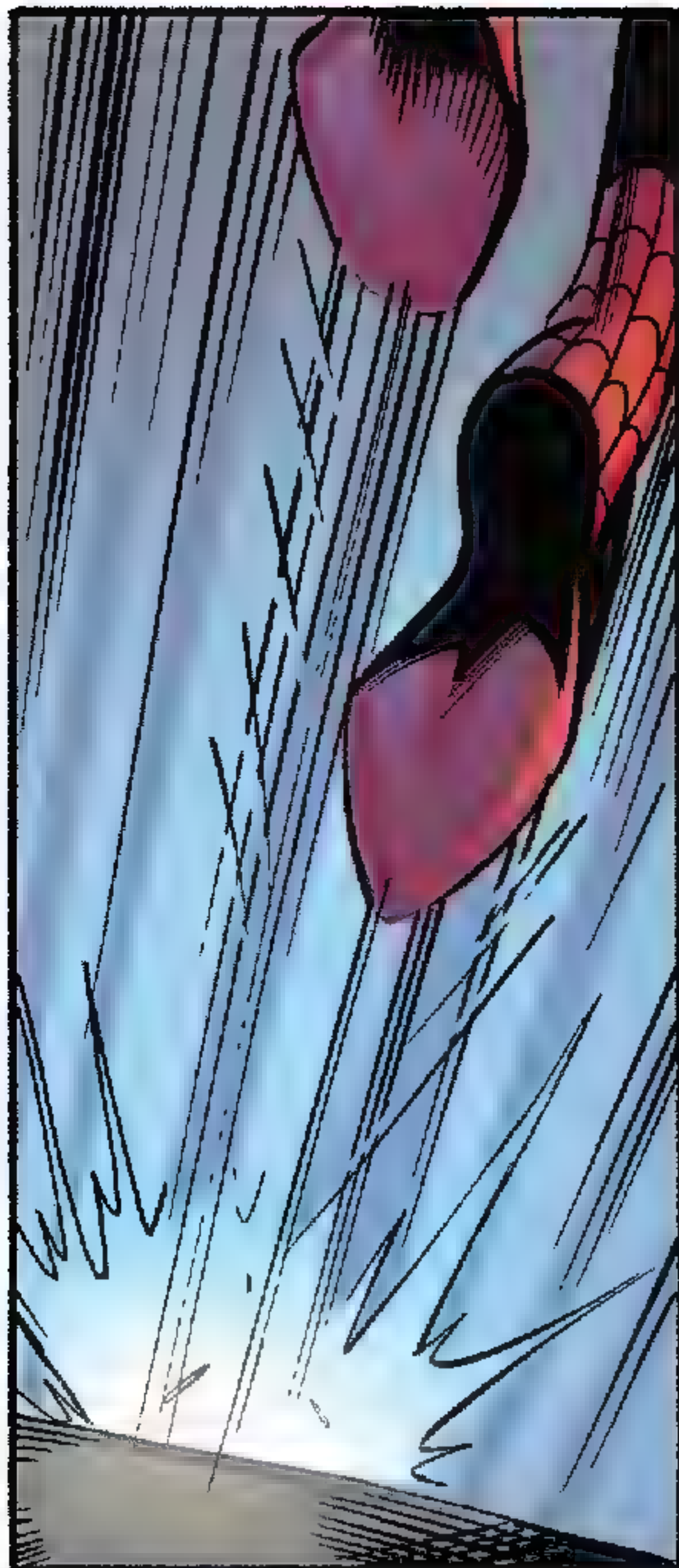
Sir, I am going to have to ask you to remove your mask and--



I just want to go home.

Please sir, if you'll follow us.

I am in so much trouble.



Isso foi surpreendente!

Se eu não tivesse visto eu não teria acreditado.

Cadê ele?

Ele voa?

Está aqui em algum lugar!



We looked everywhere. He's gone.

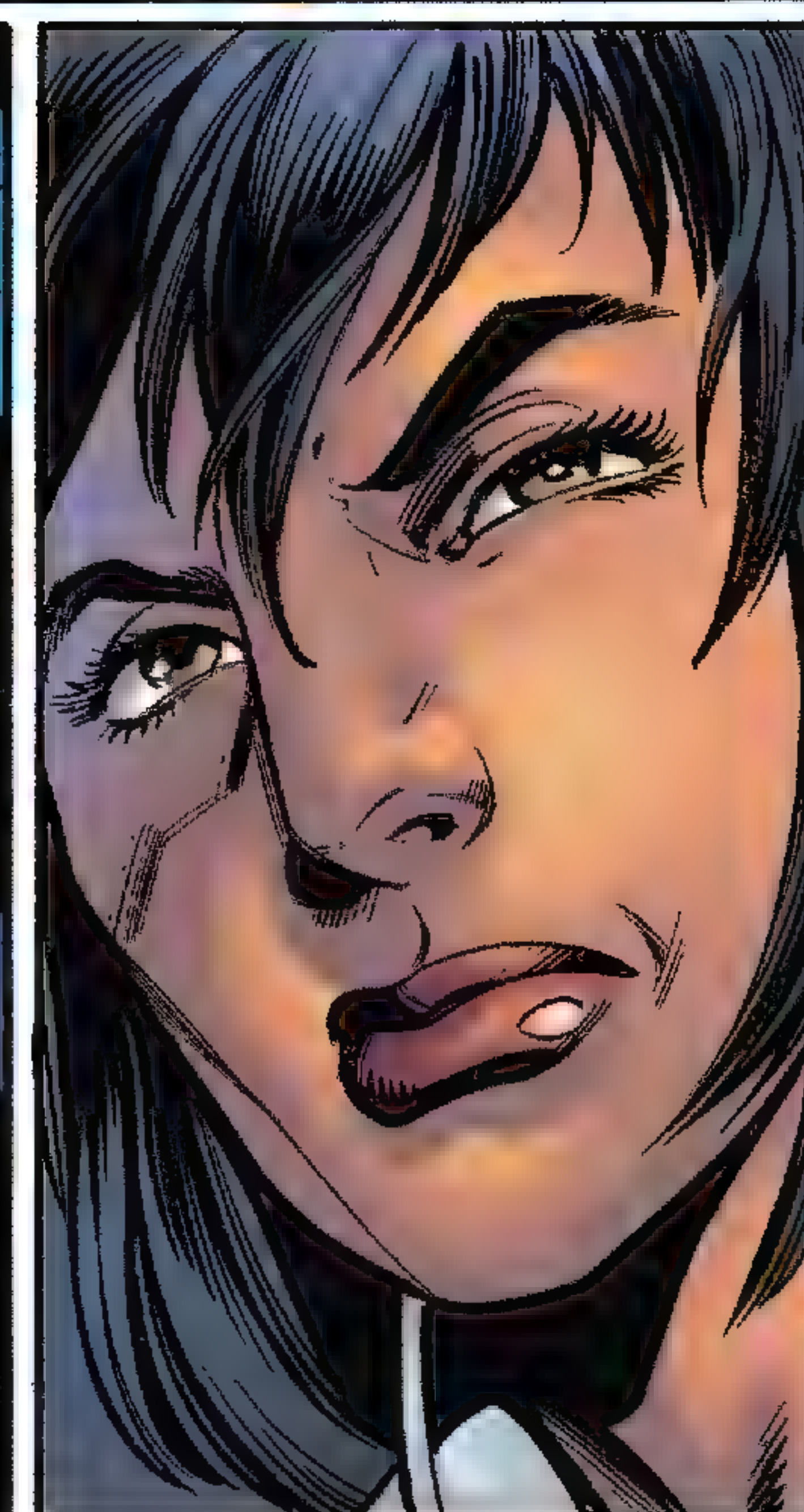
Gone?

Gone, gone.



This is Capitão Lucas.

We have a big problem down here! You need to shut down the airport! I repeat- we have a--





AAGGHH!!



Well!!

Aagh--

At least
I'm not in
Brazil.



Ow!



32 minutes later.



Ooooooh,
g-g-g-g-g--I am so
c-c-c-c-cold!



This-this is a nightm-m-m-mare.

This-
this is--
gggg!

I am so sorry,
people whose
luggage I am about
to ransack--

I would never
do this in normal
circumstances--



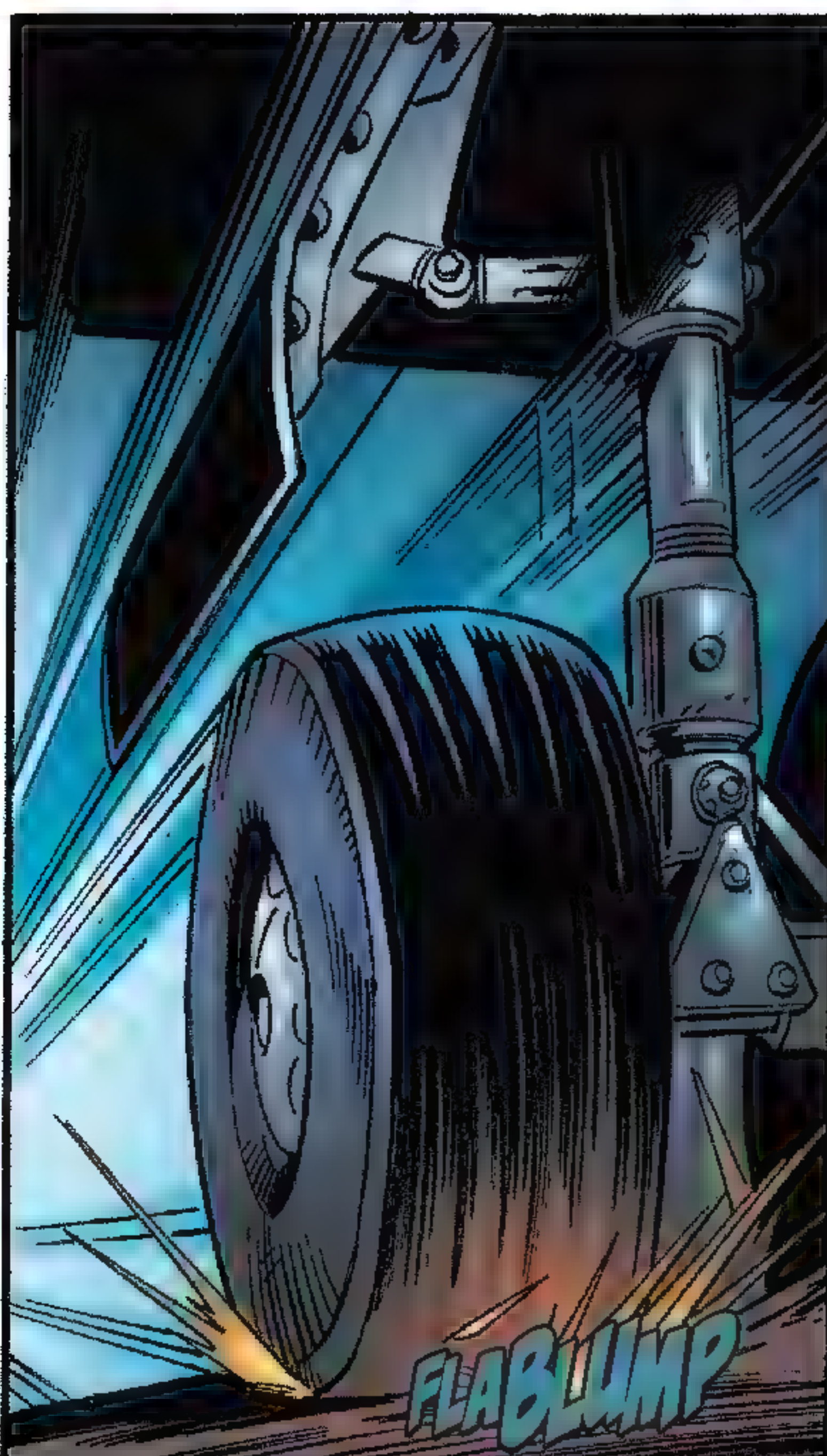
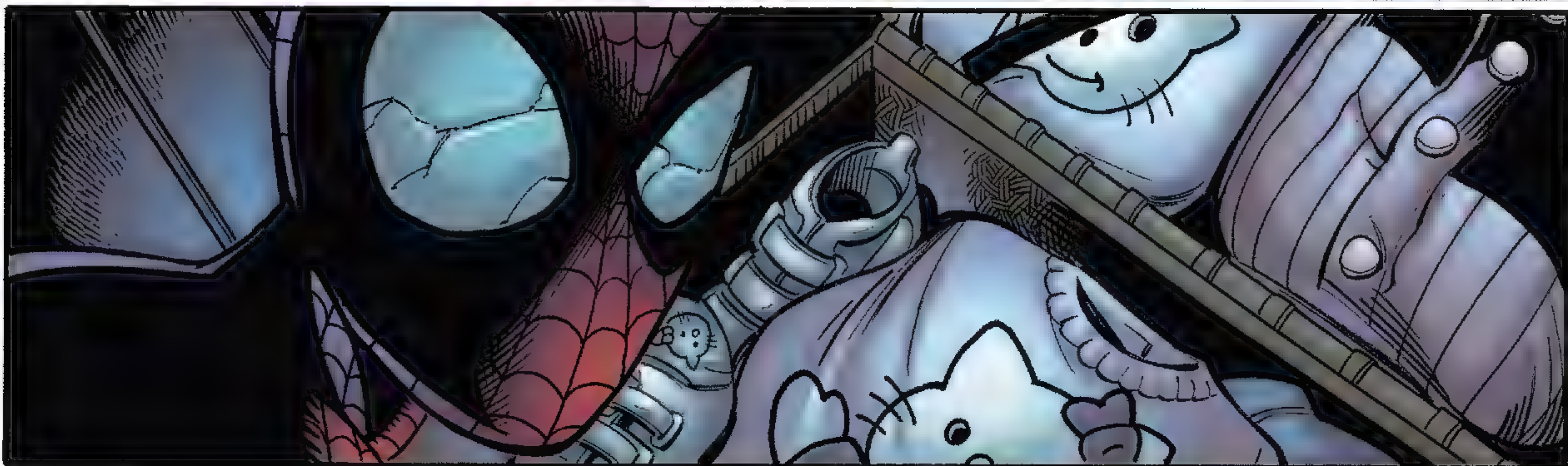
But I-I am
only wearing
t-t-t-ights and
I am g-g-going
to die!

Put
it this
way...

I-I have
saved the
c-c-city of New
York a c-c-couple
of times from some
really c-crazy
goofballs...

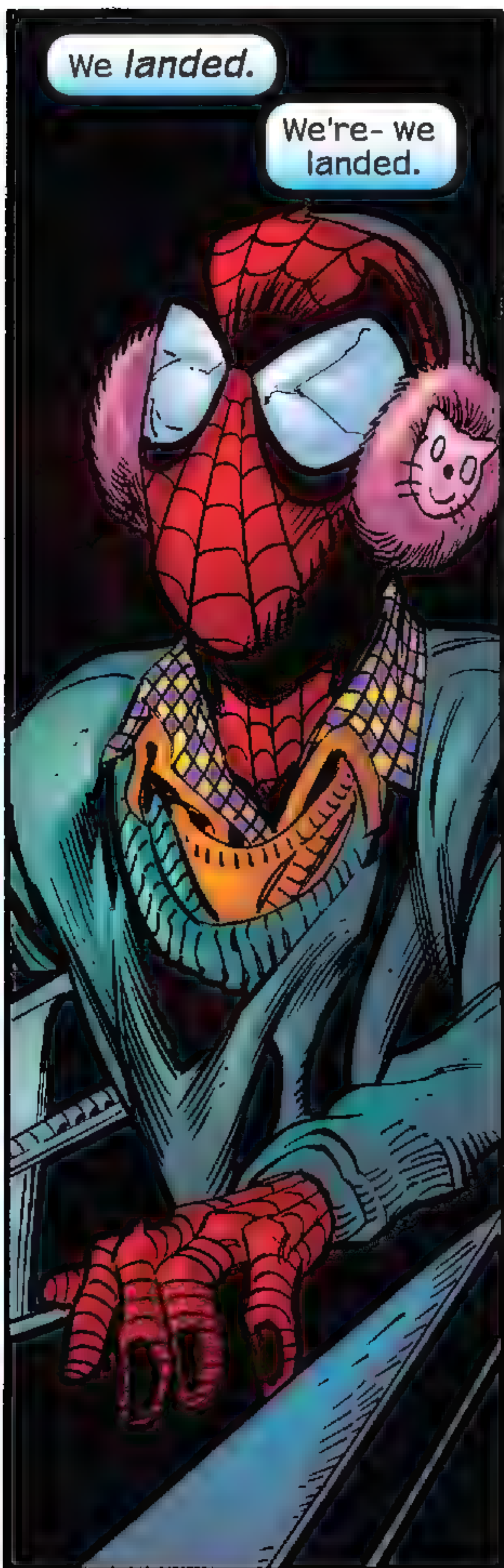


S-s-so I am
going to have
to s-s-say that
I-I earned this
little minor
infraction of--



ALARM!

KLUMP



We landed.

We're- we landed.



Where am I now?

Oh, please don't be anywhere worse than where I was.

Please don't be going to Thailand.



Atlanta?
I'm going to Atlanta?

I'm in Atlanta.



KLUMP

At least they speak some kind of English in Atlanta.

I don't need Atlanta. I-I need JFK or-or...



...Newark.

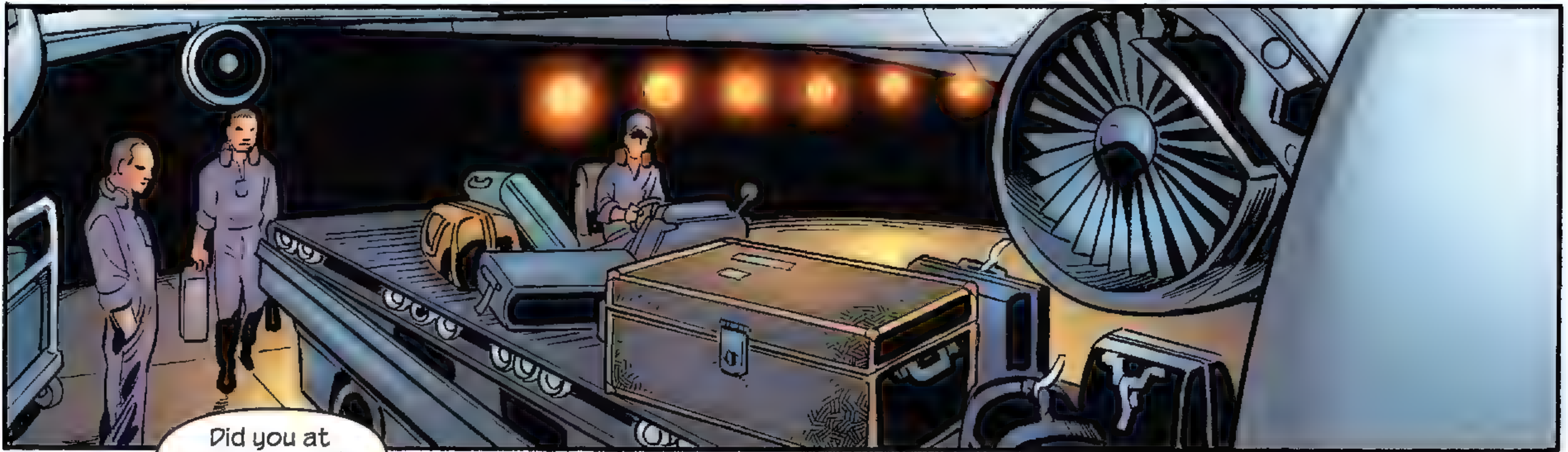


Oh man, this-this is so mortifying...



Hey, we got one more for Newark.

Ugh, you know they're supposed to label the heavy ones.



Did you at least cover the spread?

I don't want to talk about it.

Oh, dude.

I know.

Seriously.

KLUMP



Oh, good, now I broke my finger.

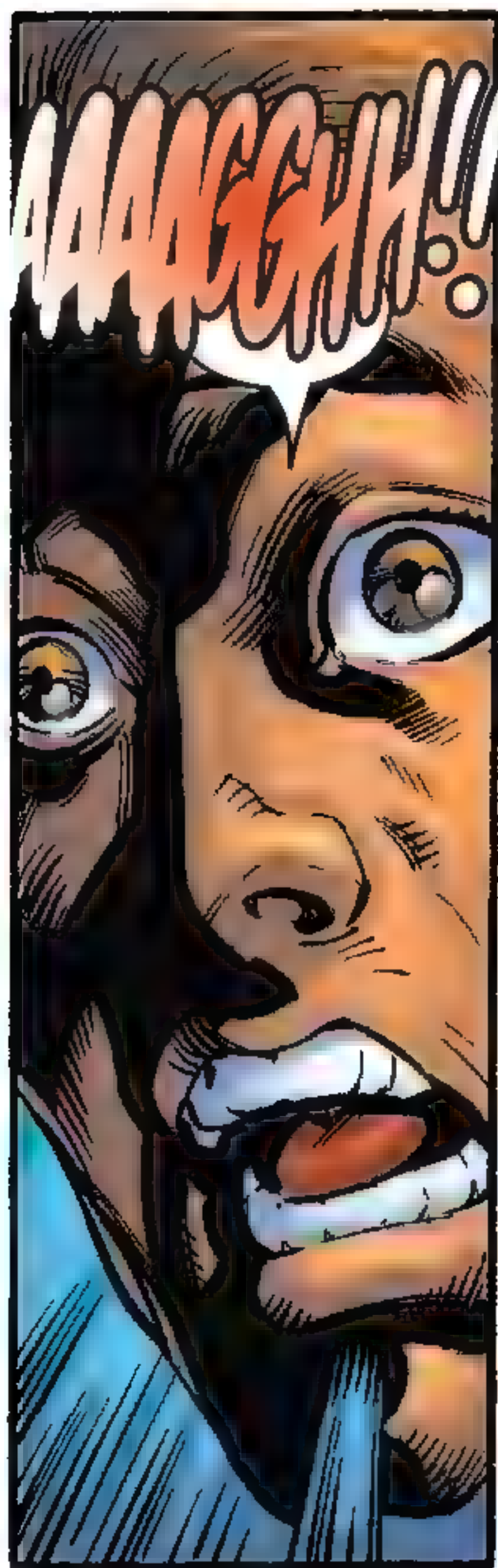
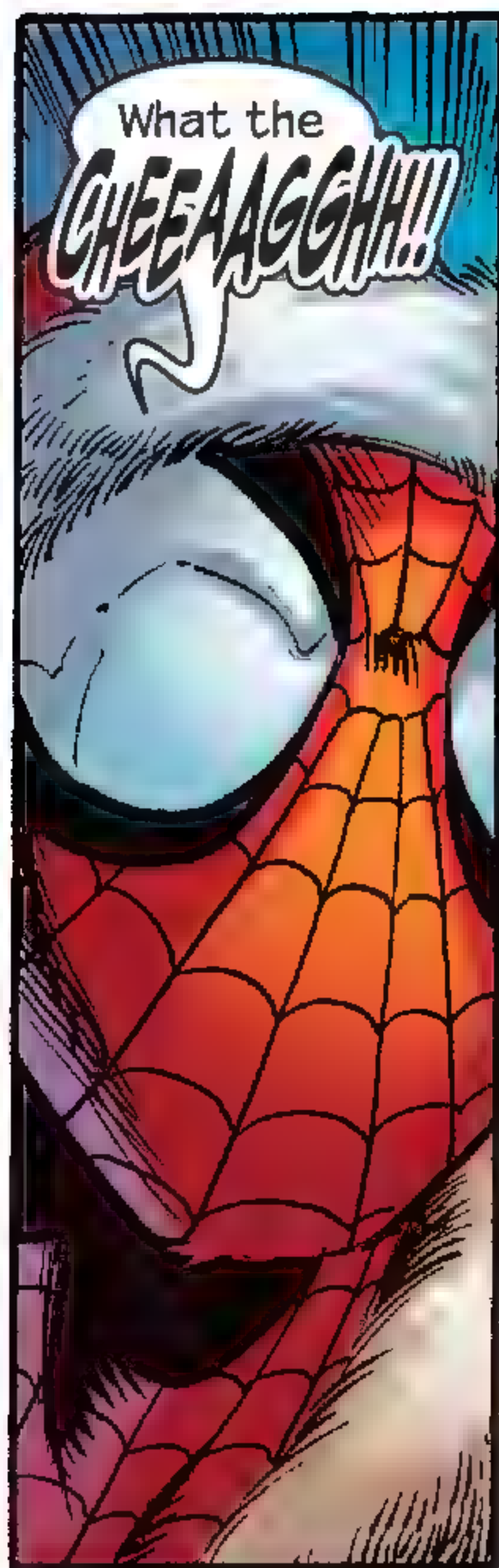
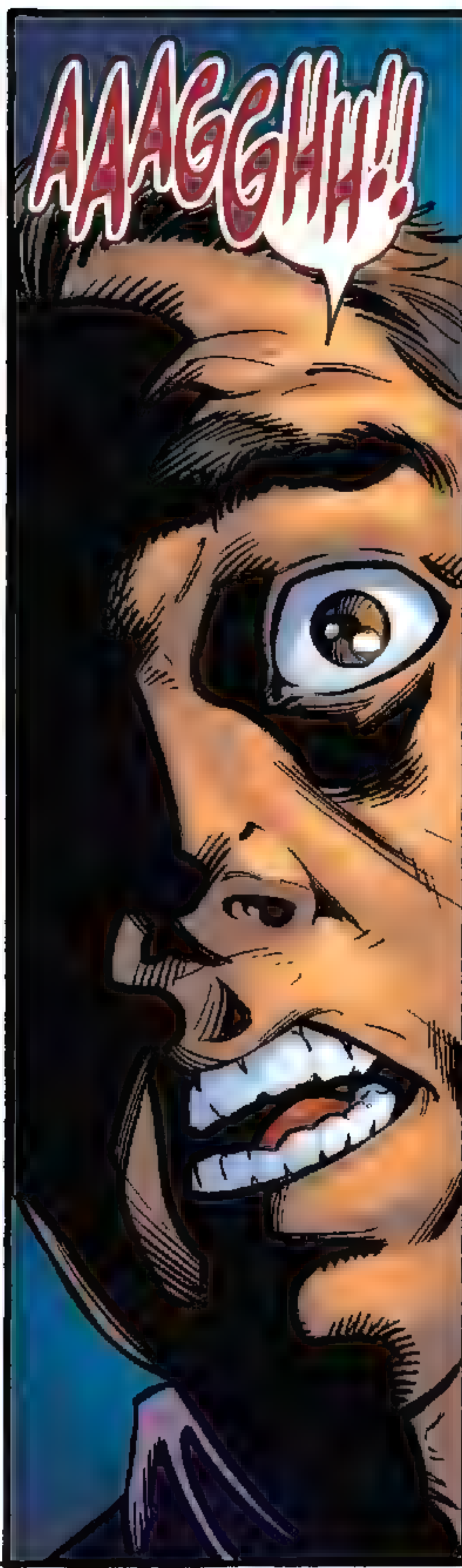
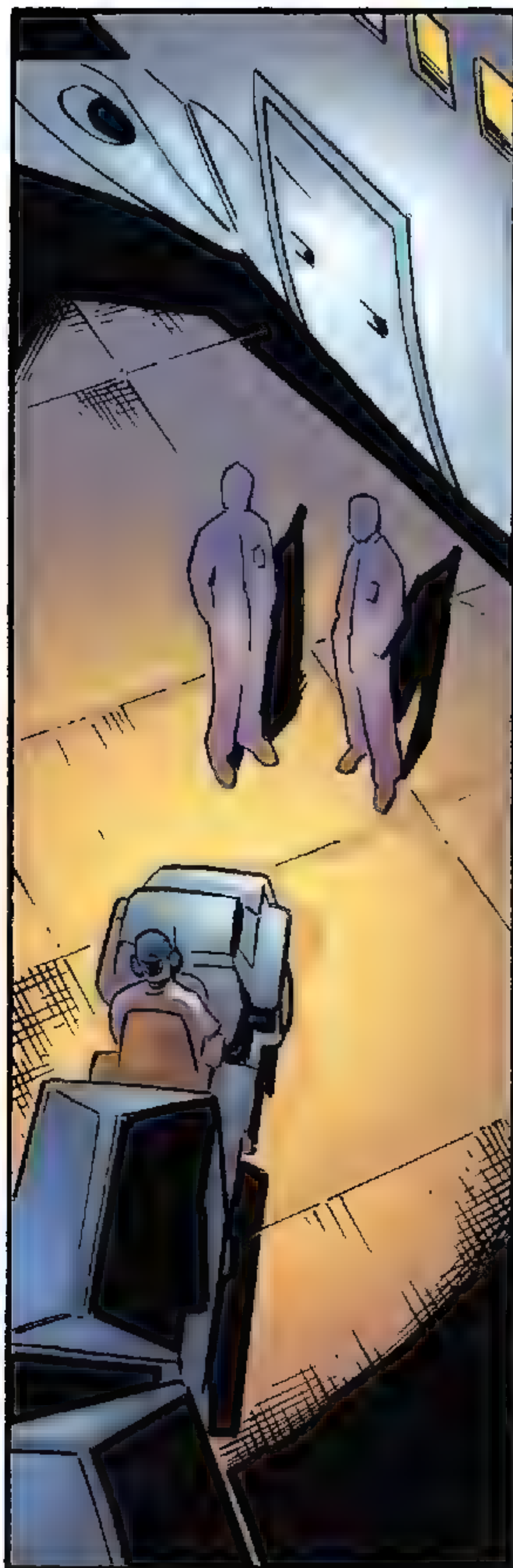


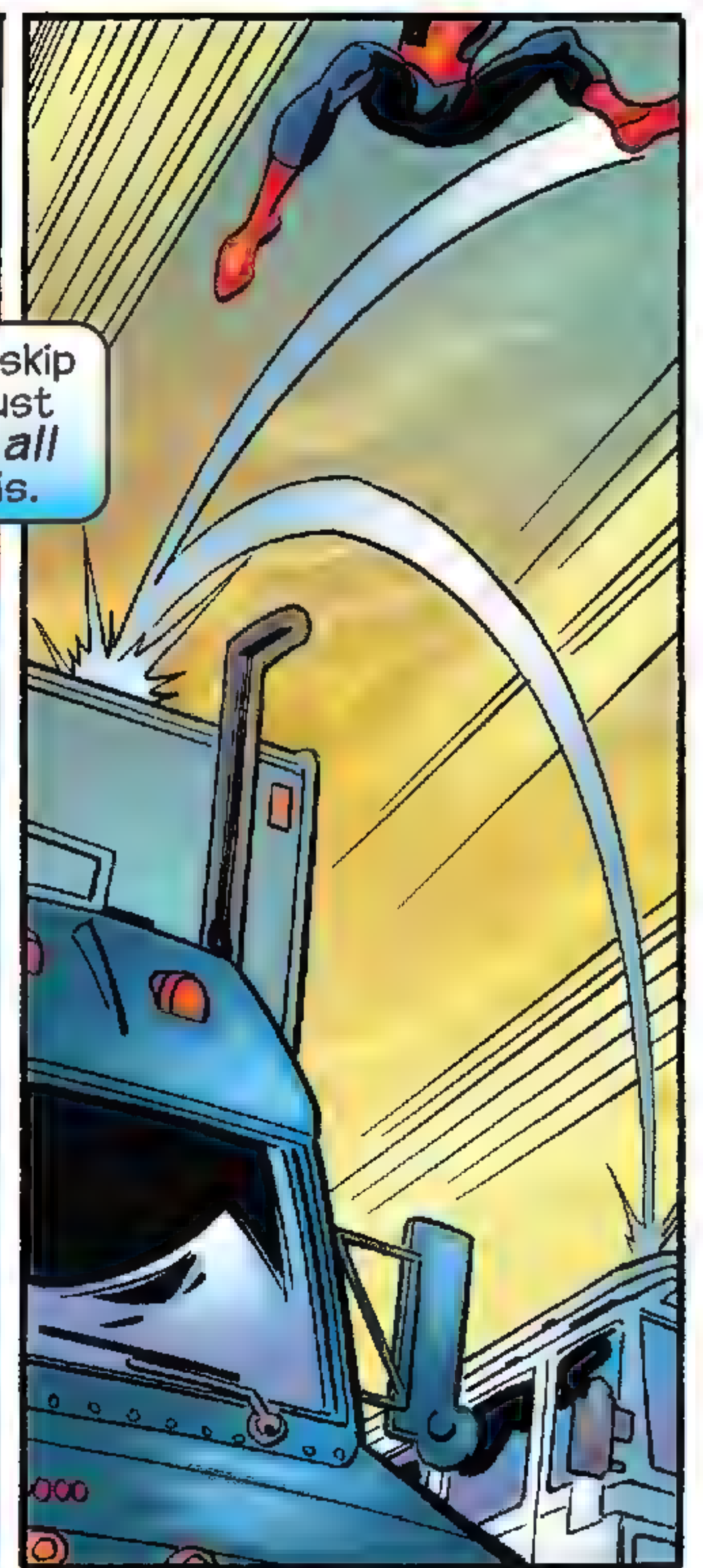
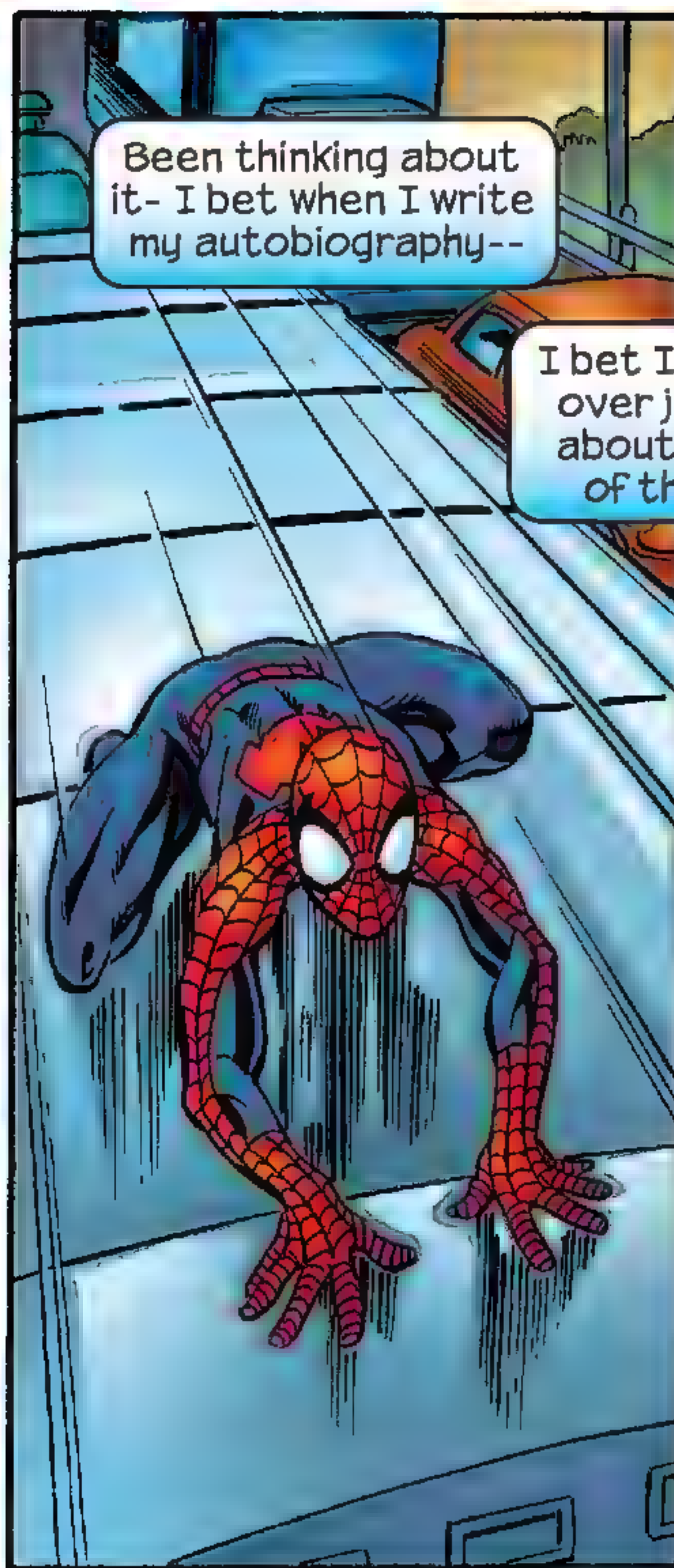
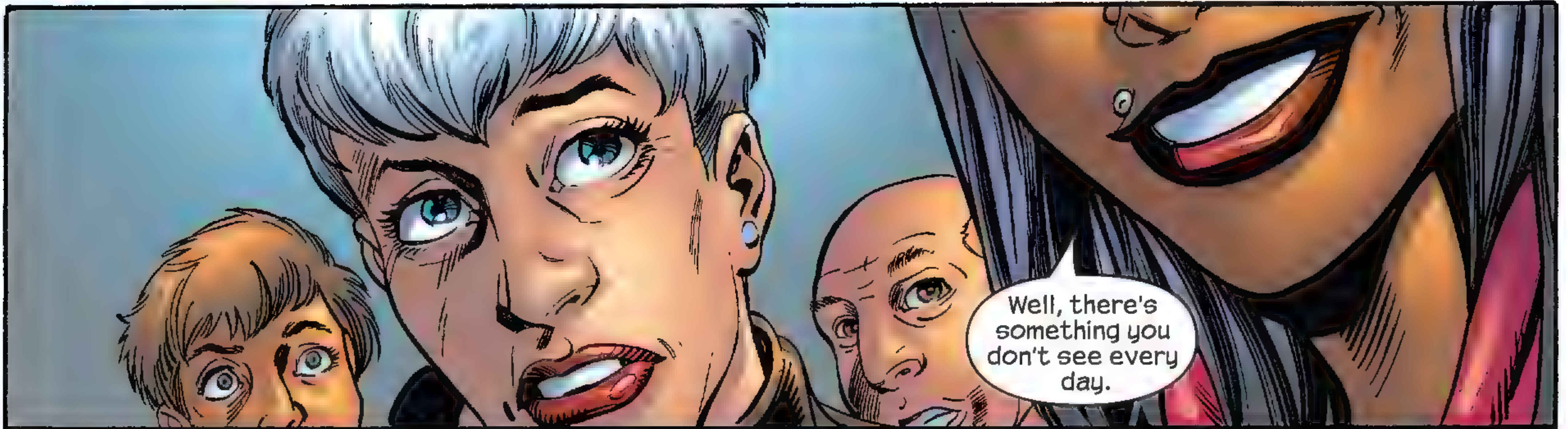
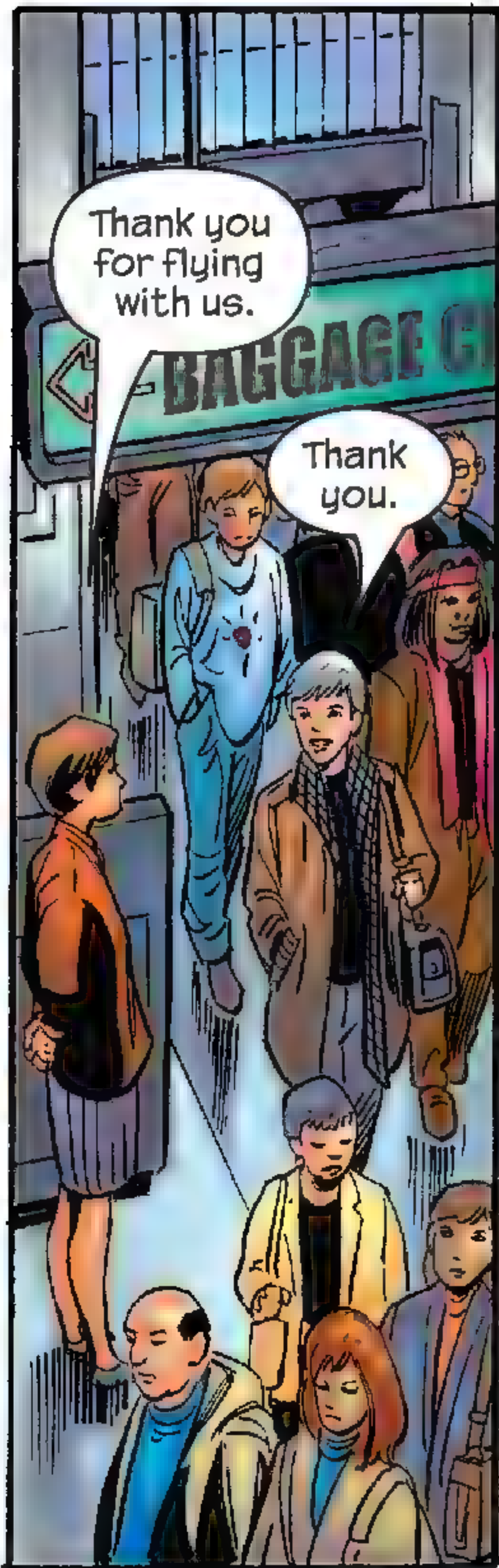
Agh! Man, there is no way any X-Man, Ultimate, or Fantastic Four guy had to go through anything even remotely like this... ever.

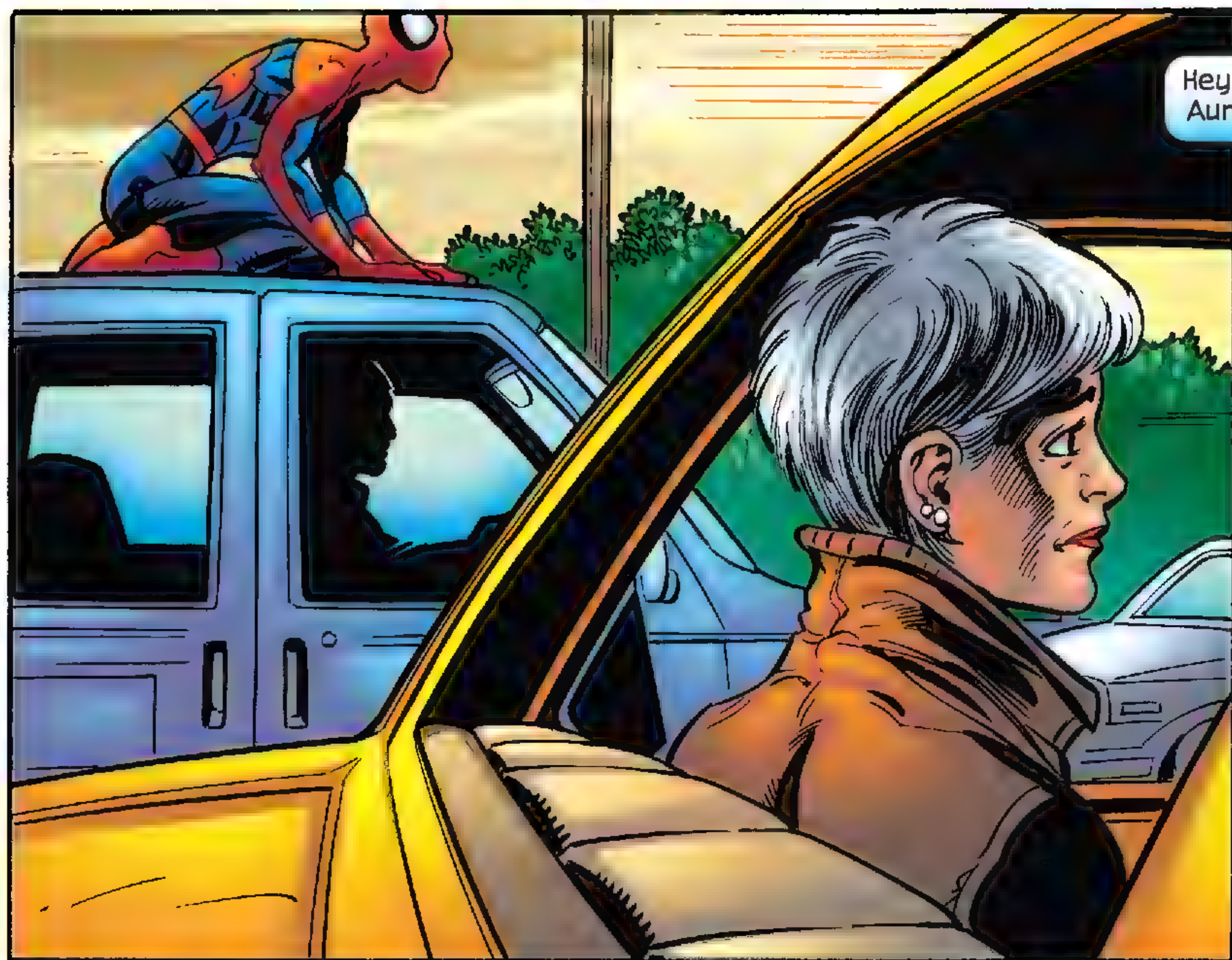


AAGH!

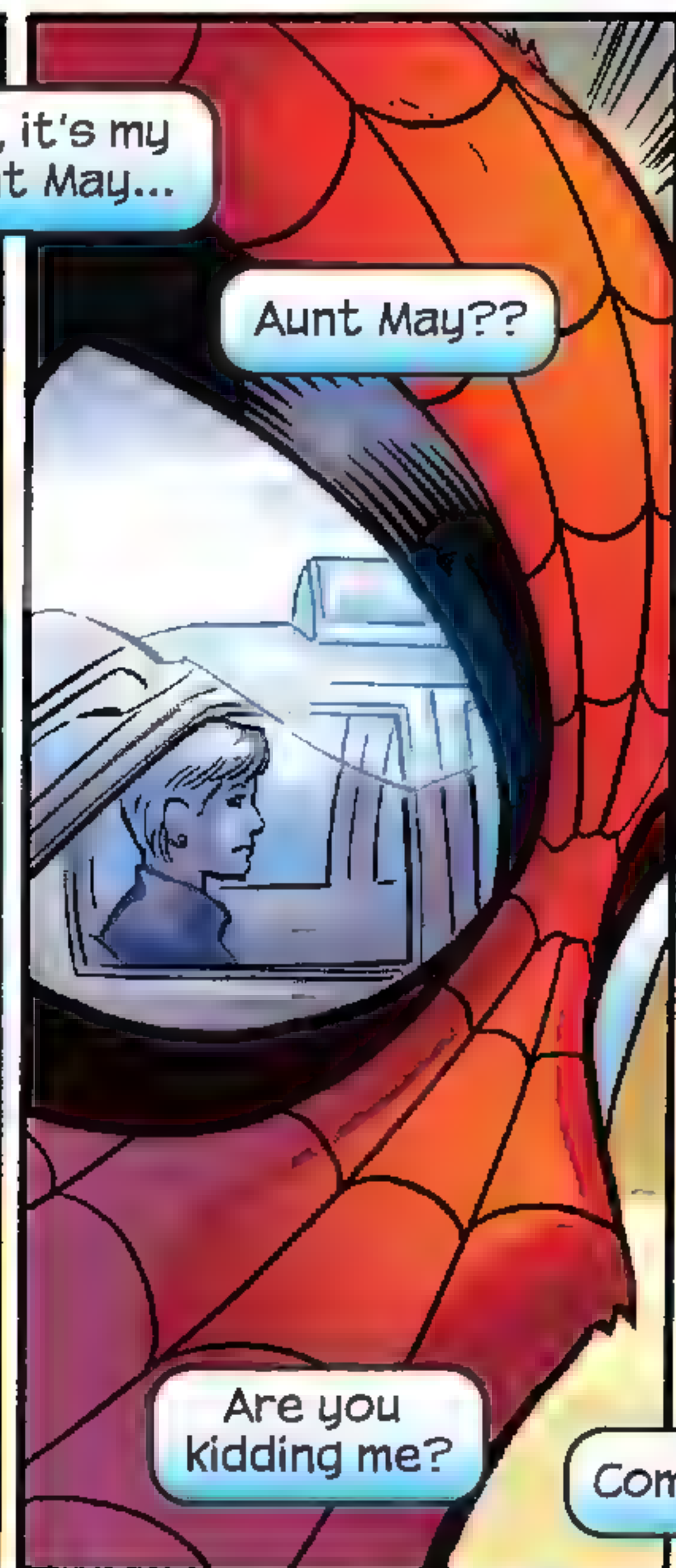
WHUMP FLUUMP CLUMP







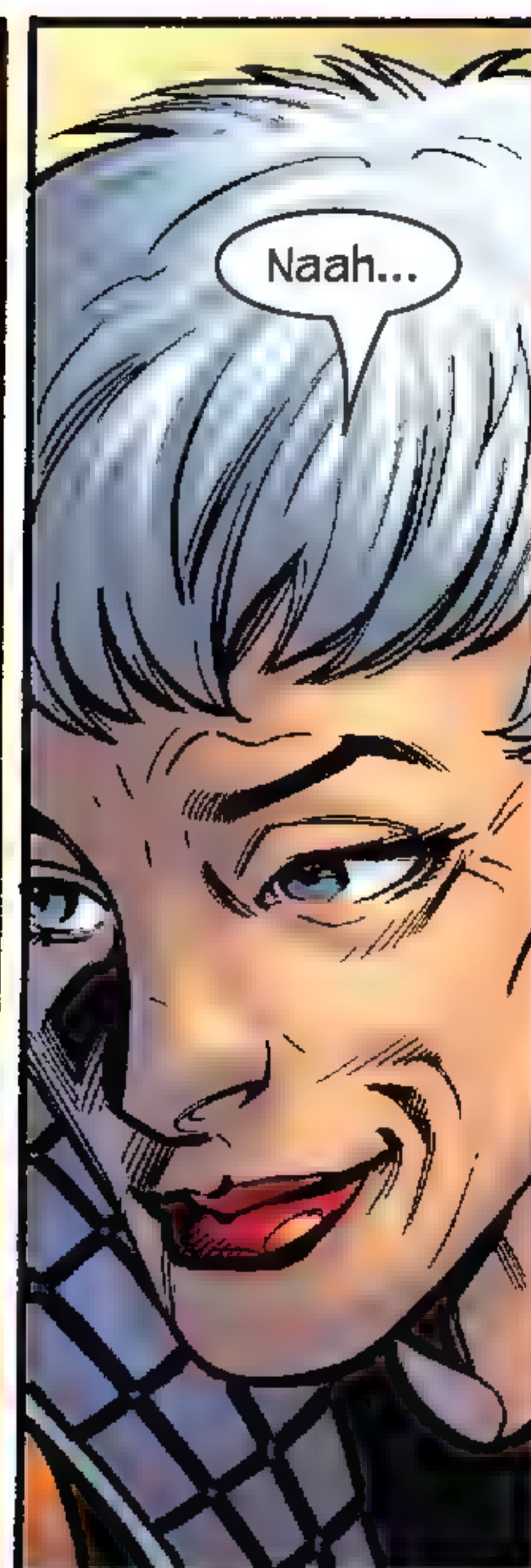
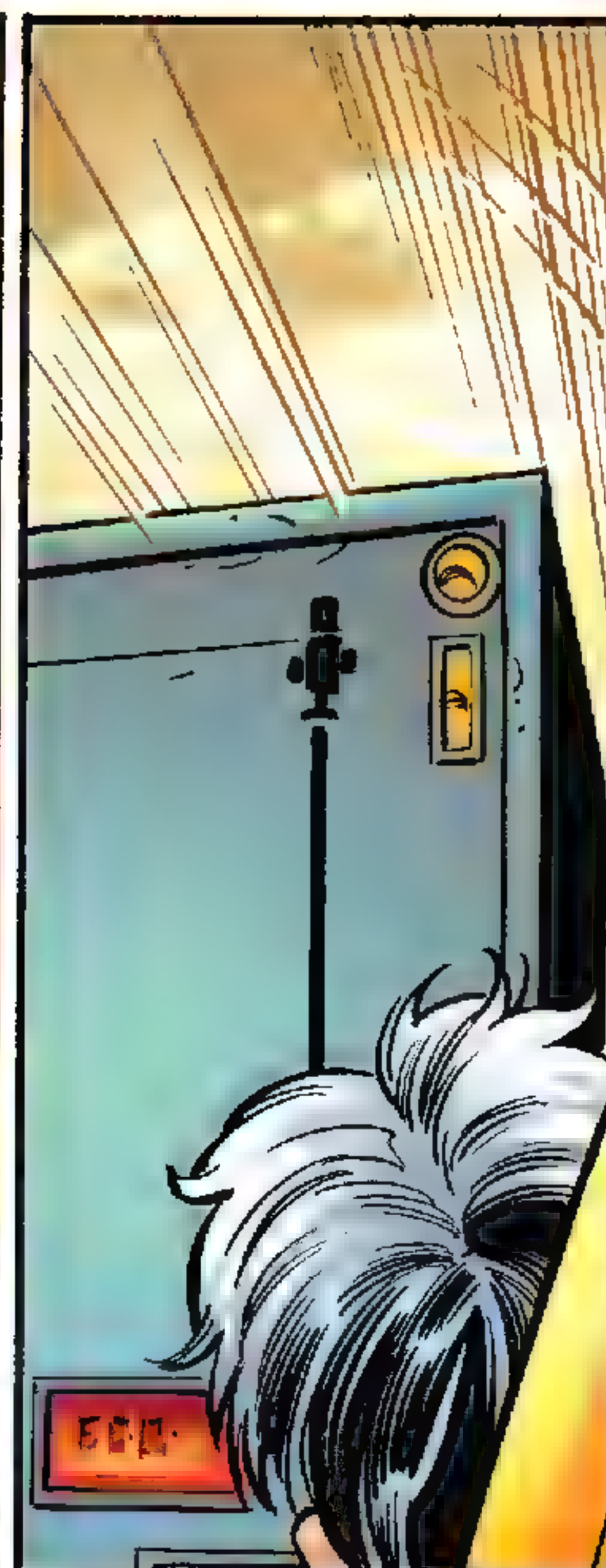
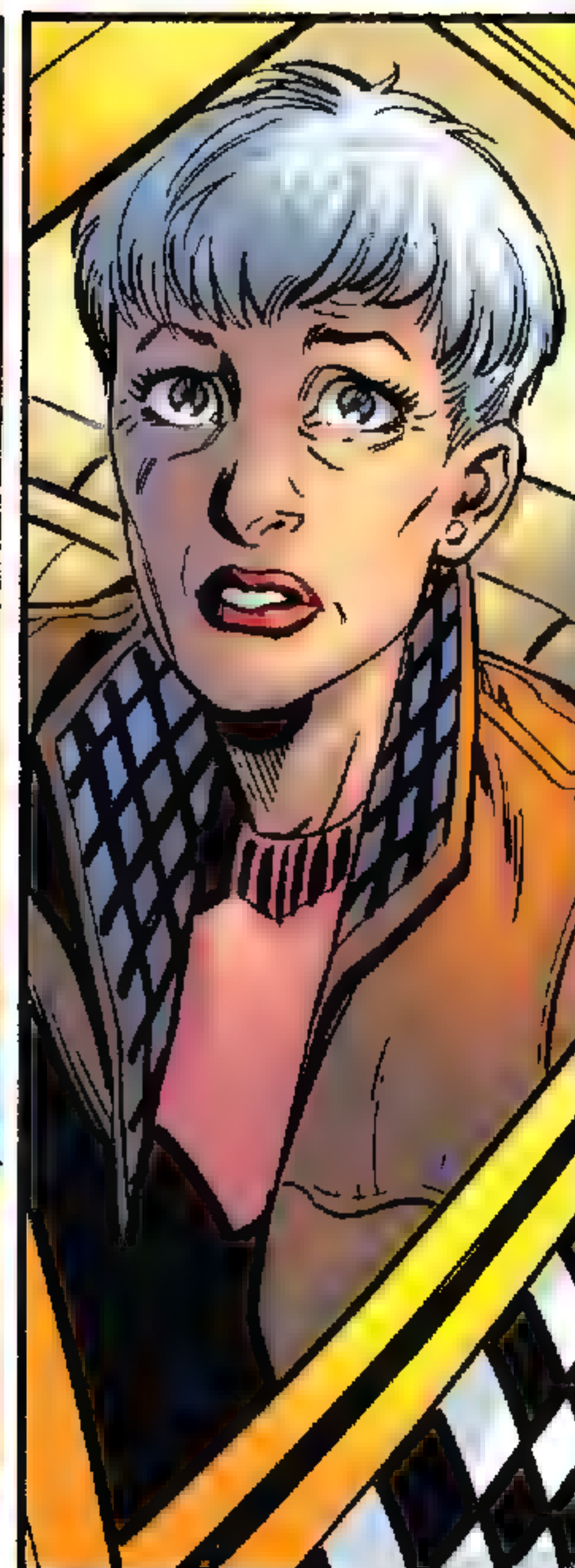
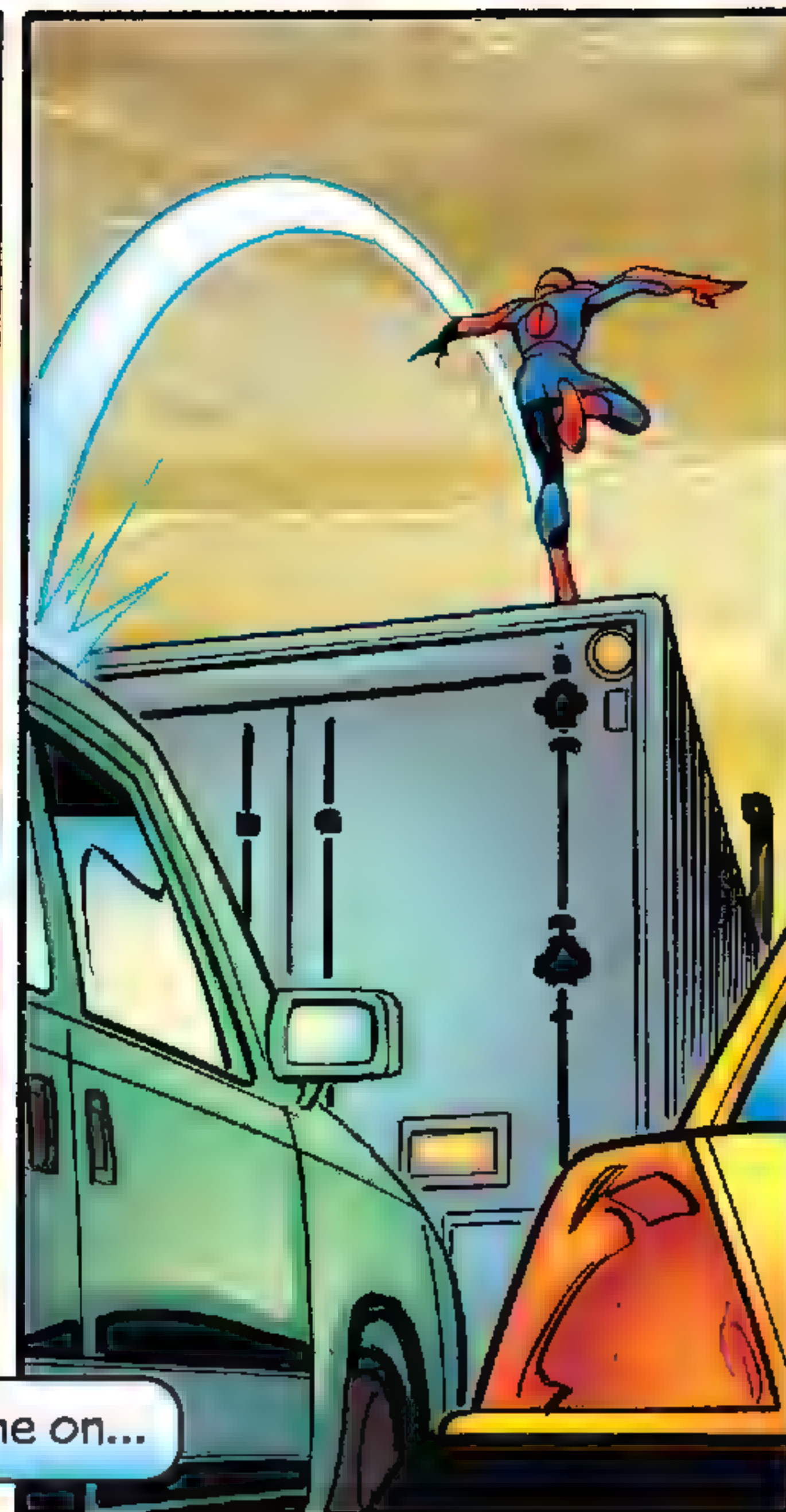
Hey, it's my Aunt May...



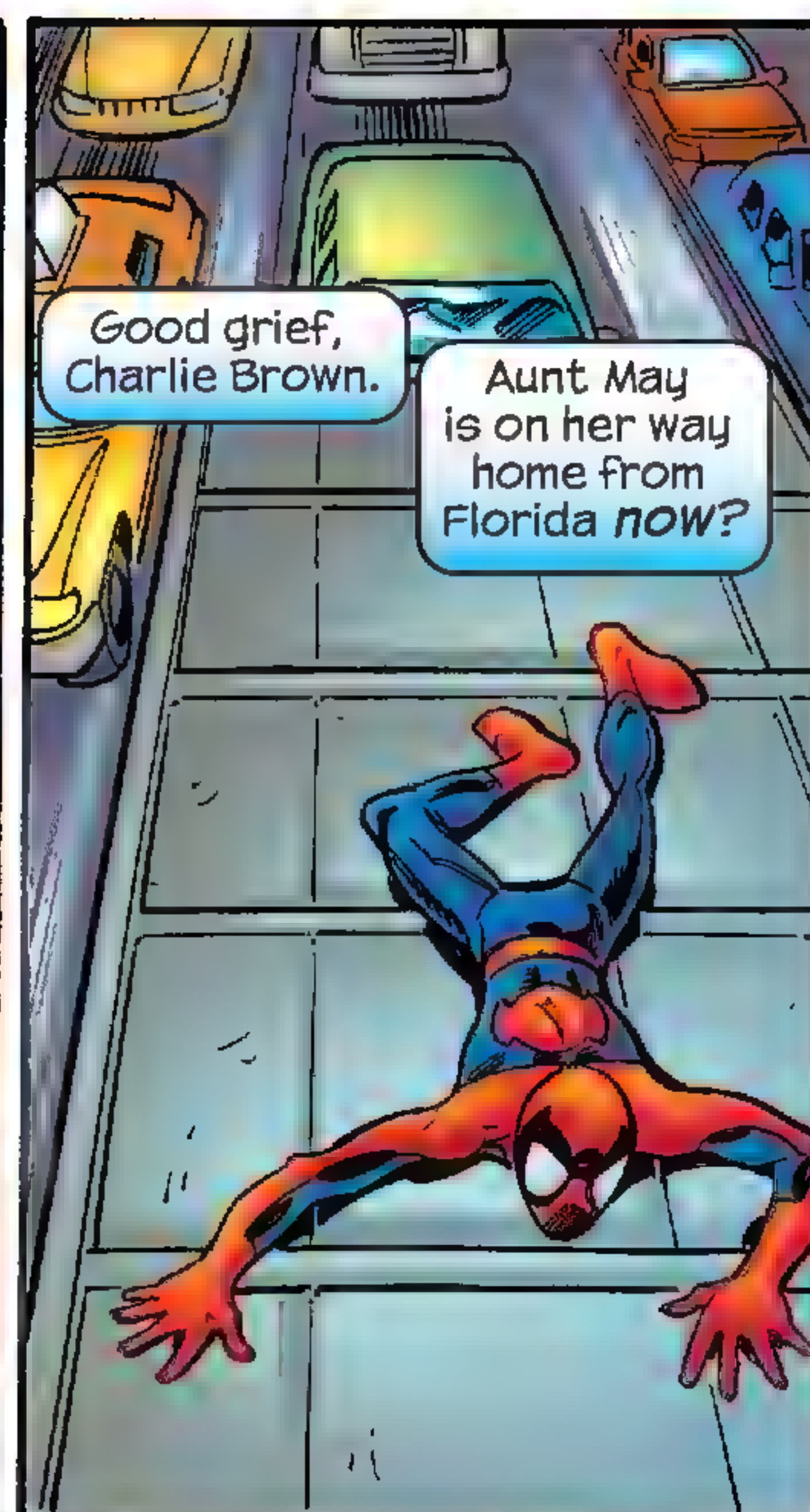
Aunt May??

Are you kidding me?

Come on...

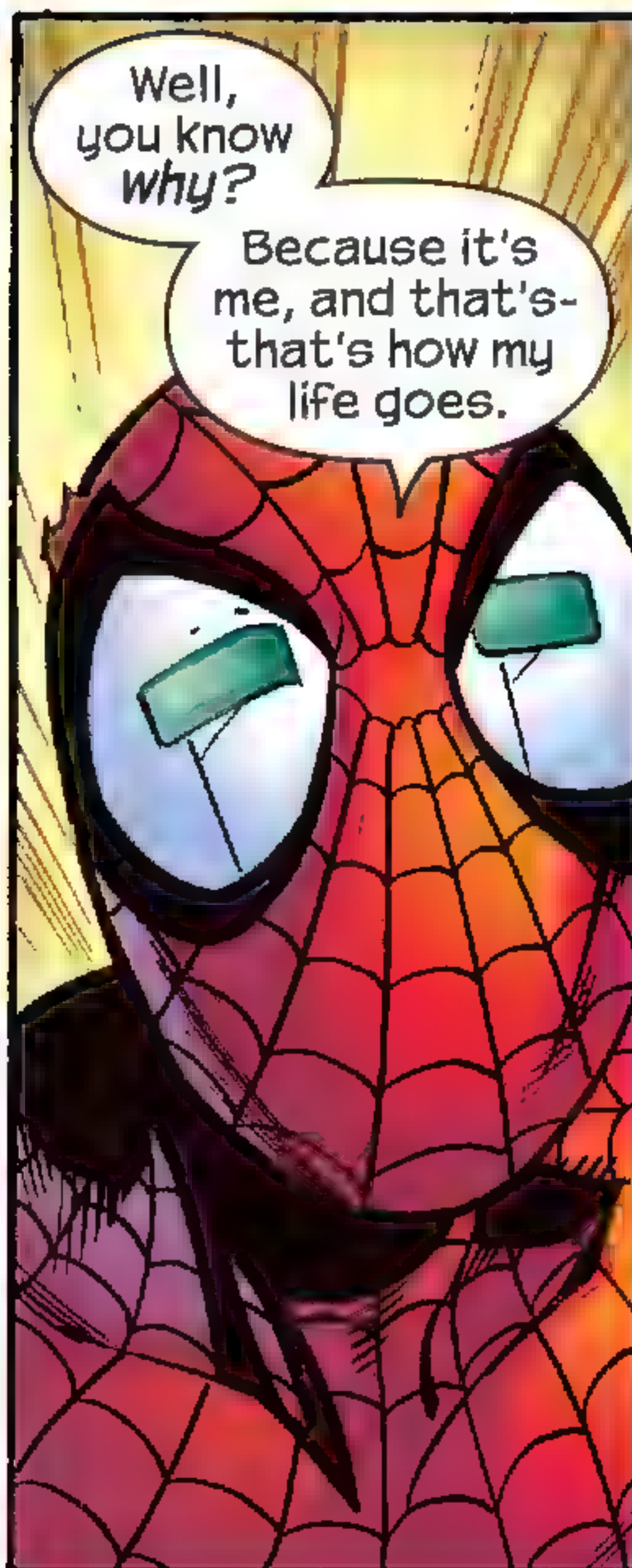


Naah...



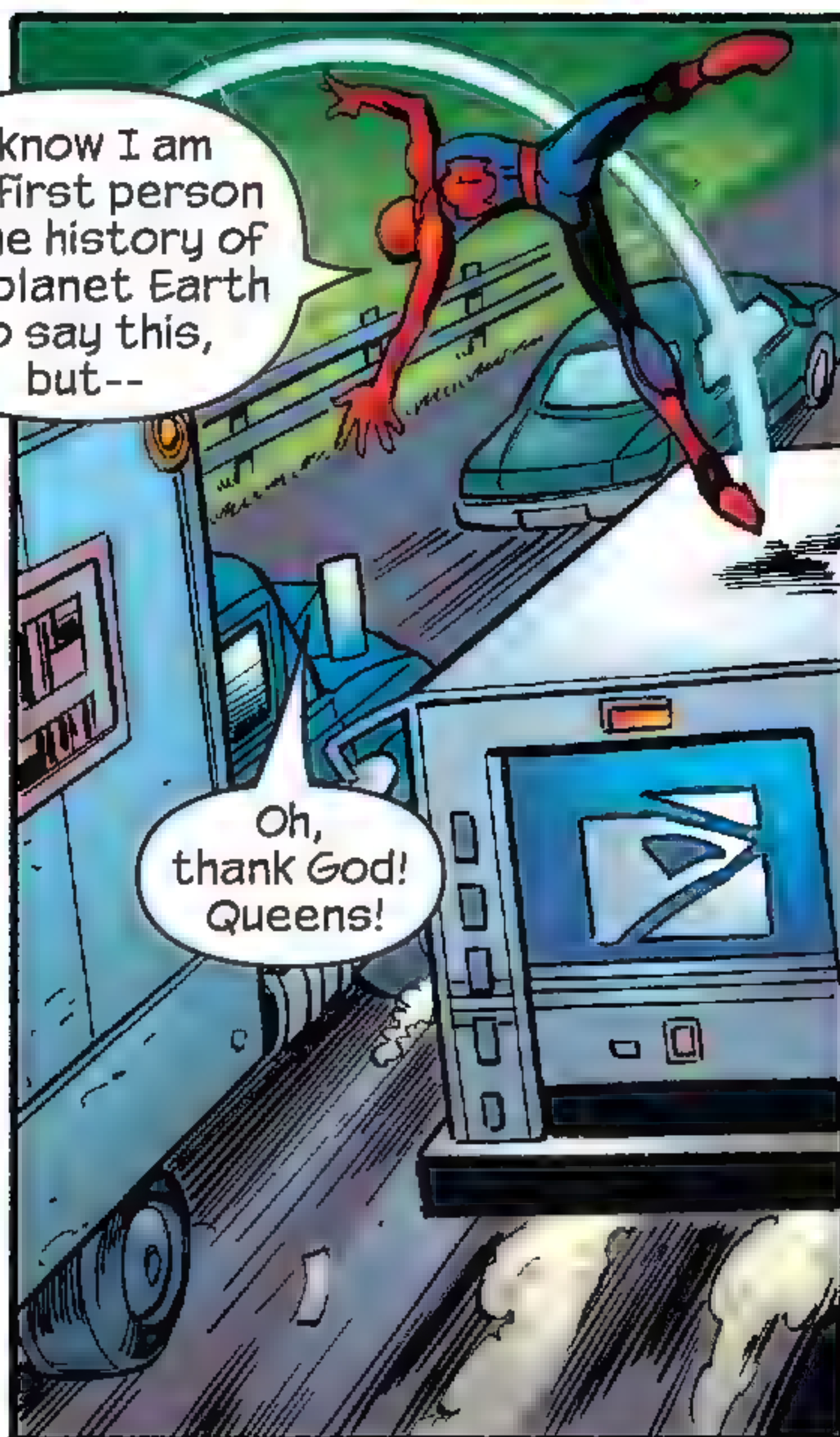
Good grief, Charlie Brown.

Aunt May is on her way home from Florida *now*?



Well, you know *why*?

Because it's me, and that's-- that's how my life goes.



I know I am the first person in the history of the planet Earth to say this, but--

Oh, thank God! Queens!

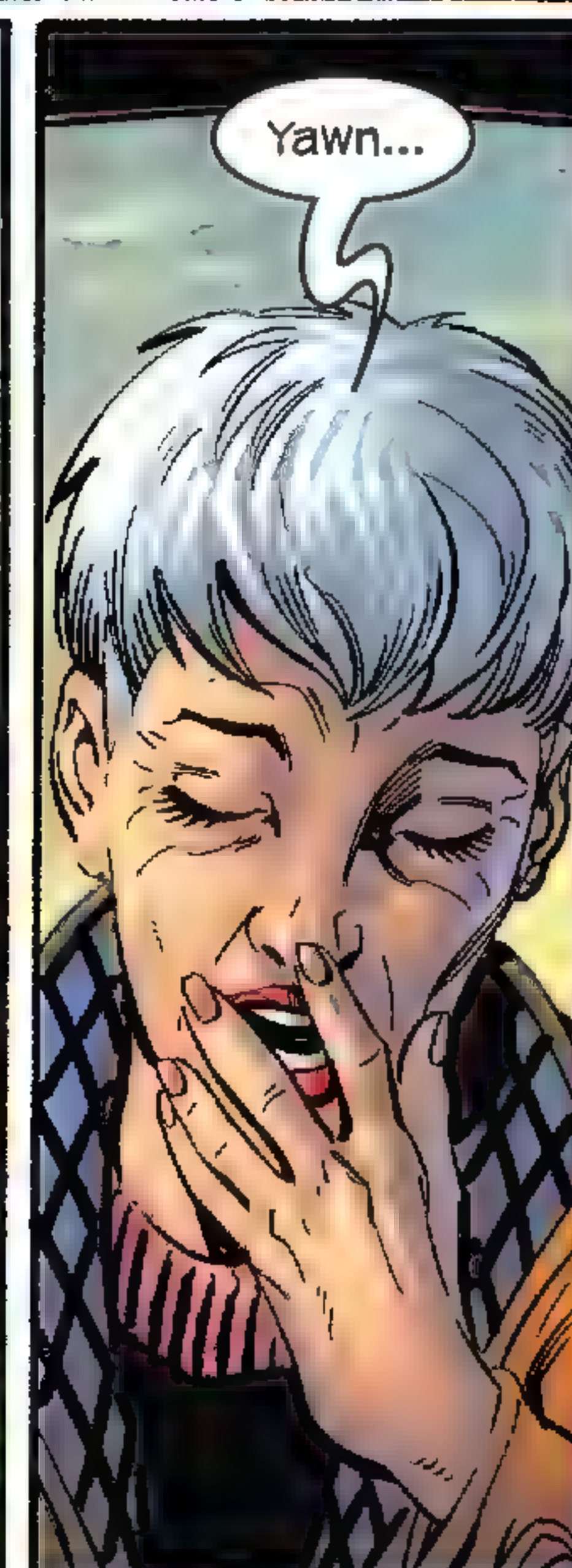


So close... So close...



If I still had my *Web Shooters*, I would be home right now, but thank you, Mr. Crazy Octopus.

Of course, if I wasn't Spider-Man I would have gotten a good night's sleep... in my bed.

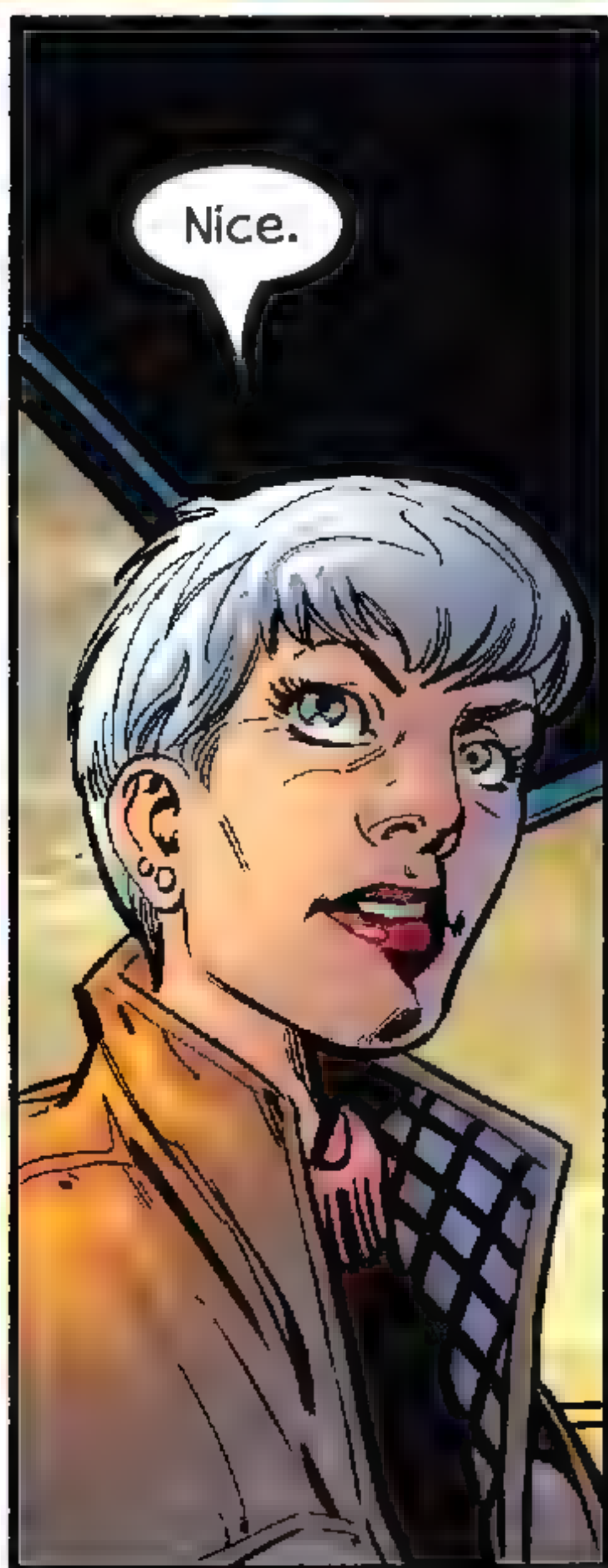
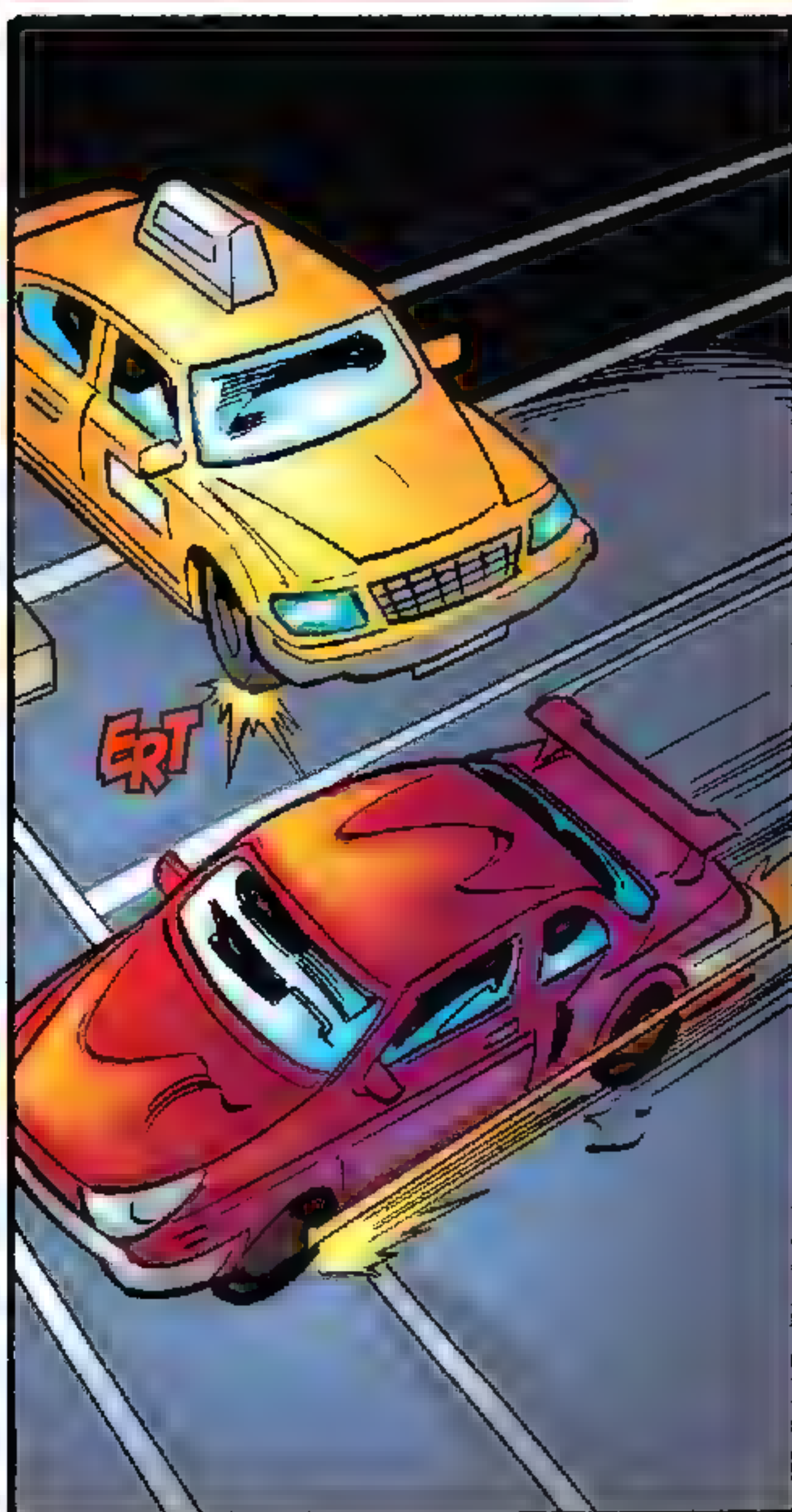


Yawn...

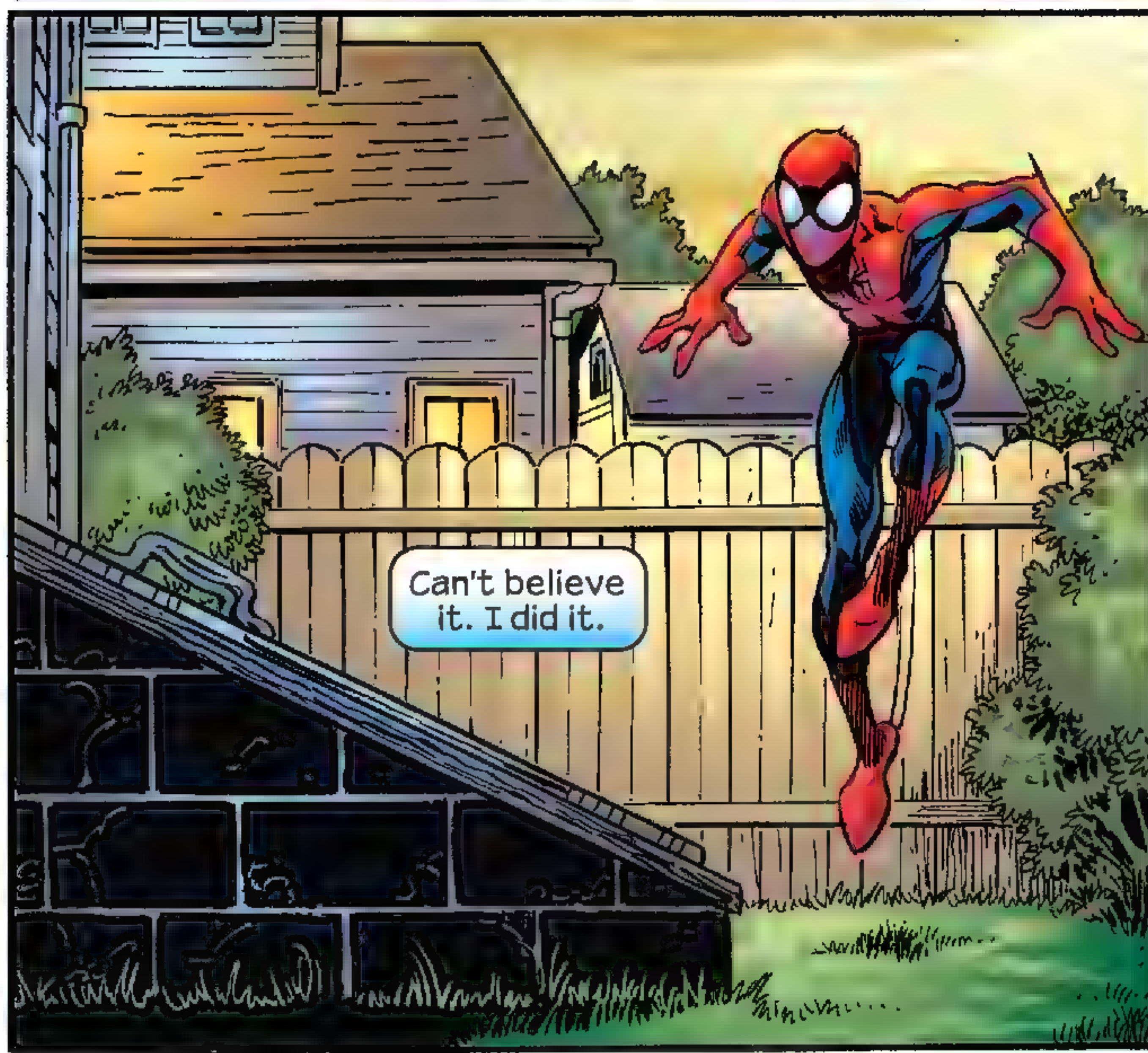


Hi, neighbors.

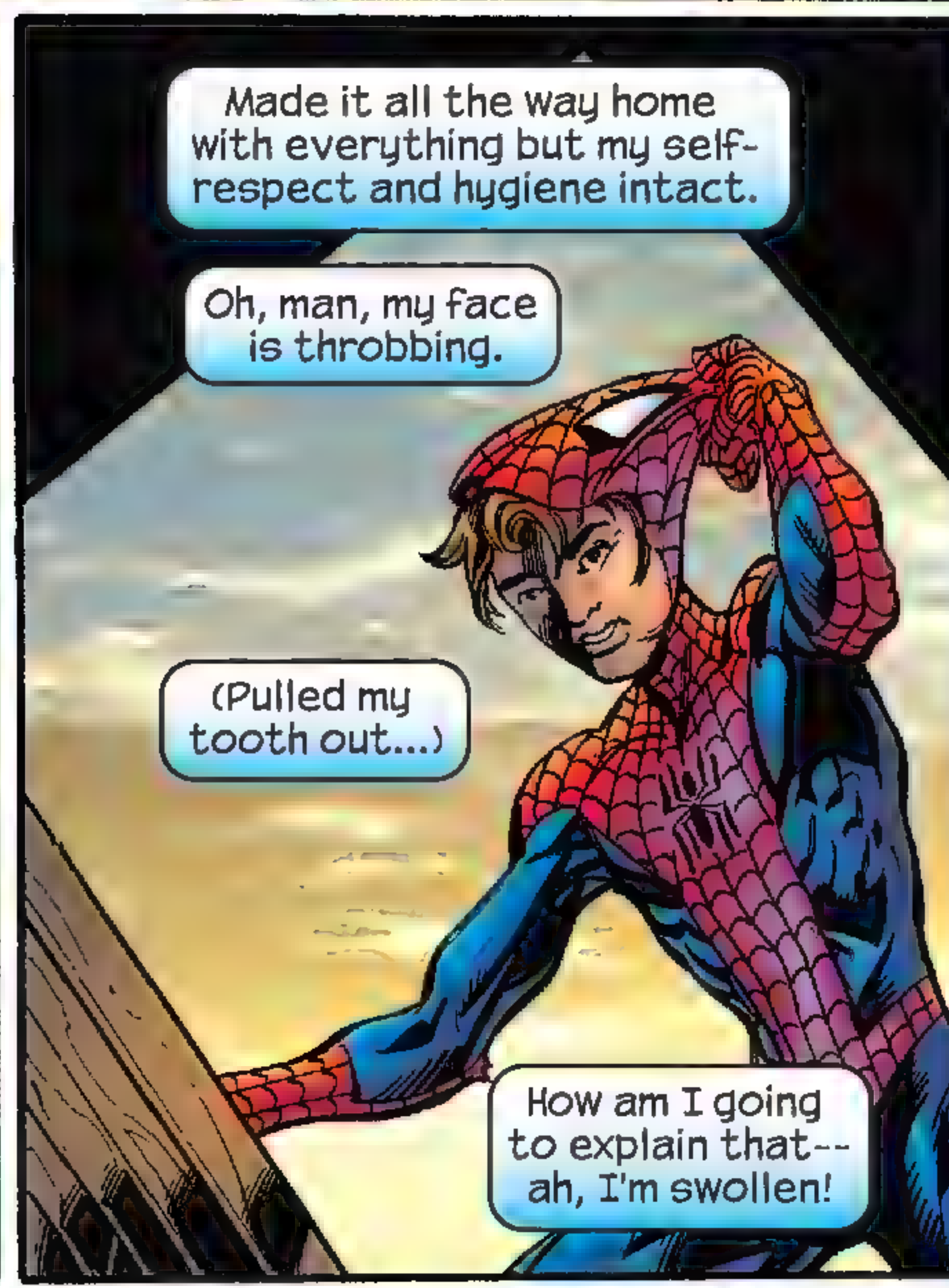
Don't look up.



Nice.



Can't believe it. I did it.



Made it all the way home with everything but my self-respect and hygiene intact.

Oh, man, my face is throbbing.

(Pulled my tooth out...)

How am I going to explain that-- ah, I'm swollen!



I'll deal with that when I deal with that.

I-- honestly-- I would like to take a second to pat myself on the back for getting myself home.



I mean, as horrible as tonight was, the bad guy *is* down, justice *is* served, I'm *home*.

And really...

A *lot* worse could have hap--

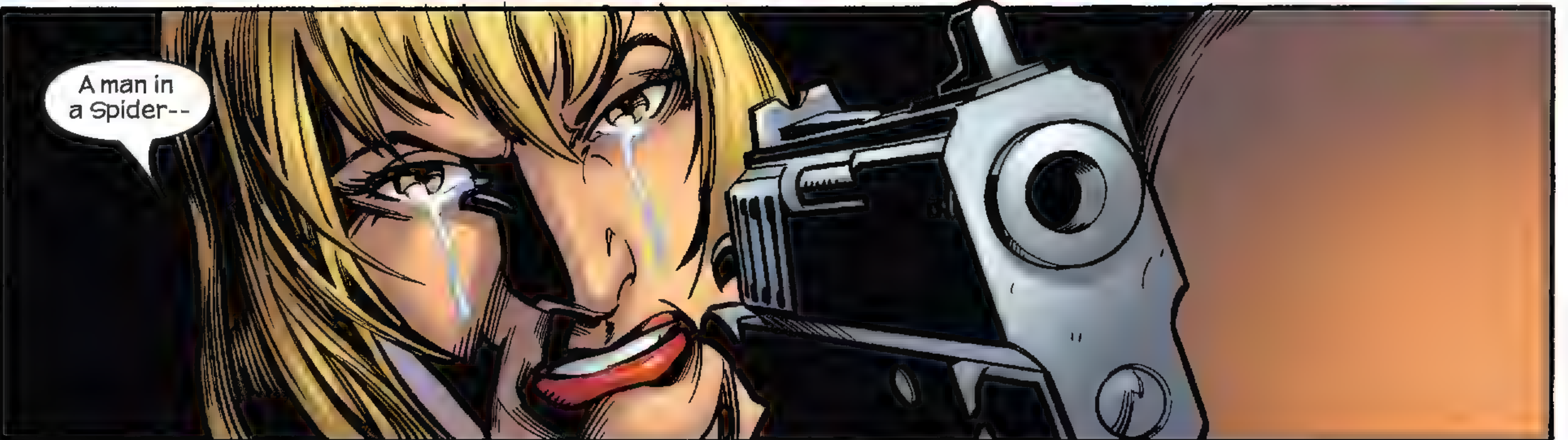
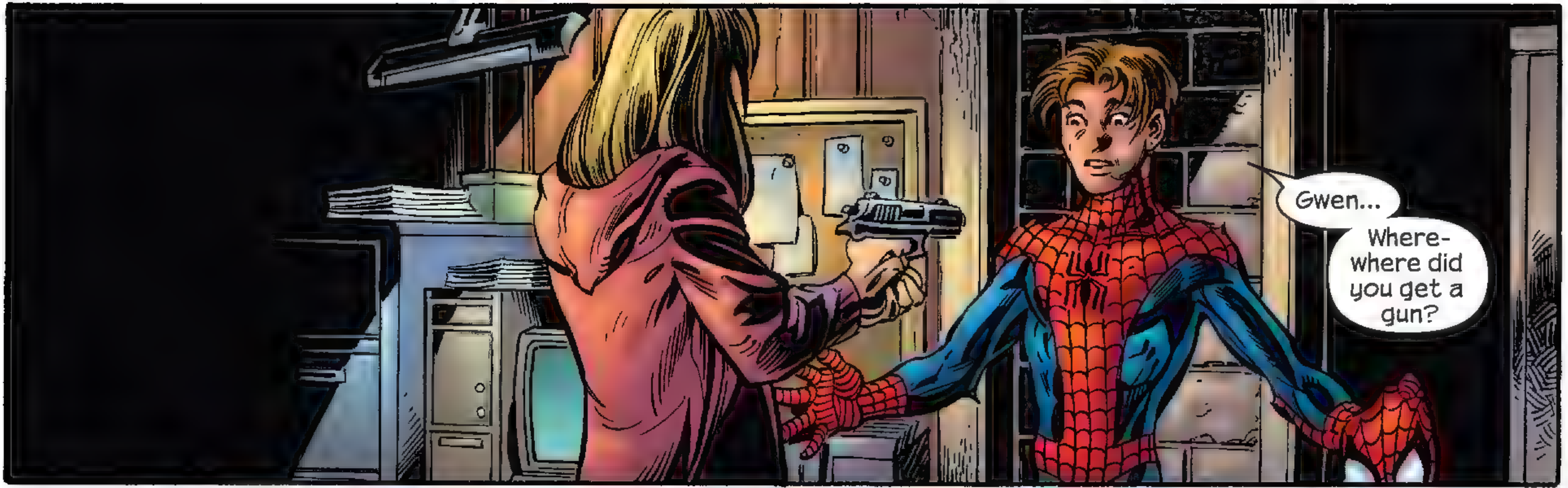


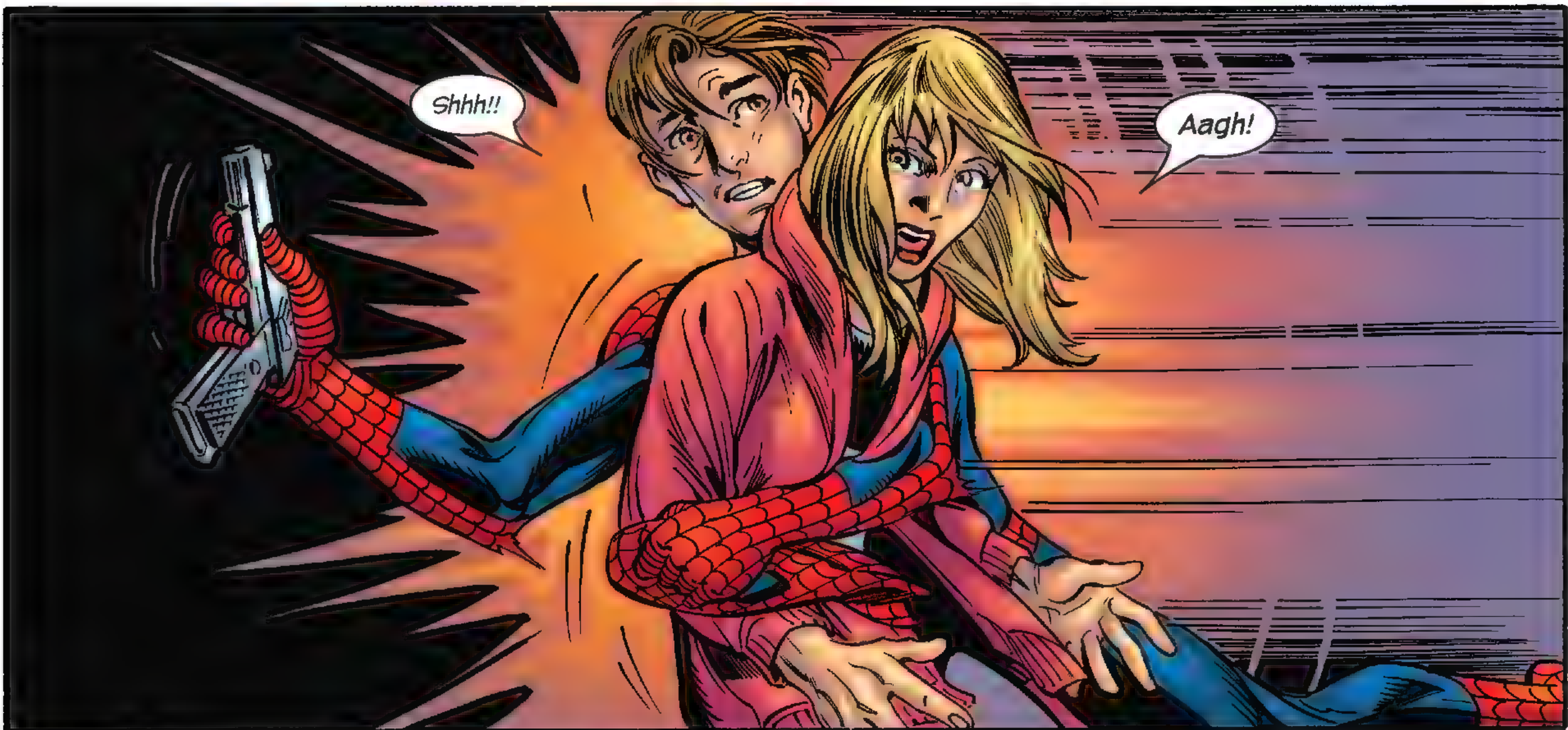
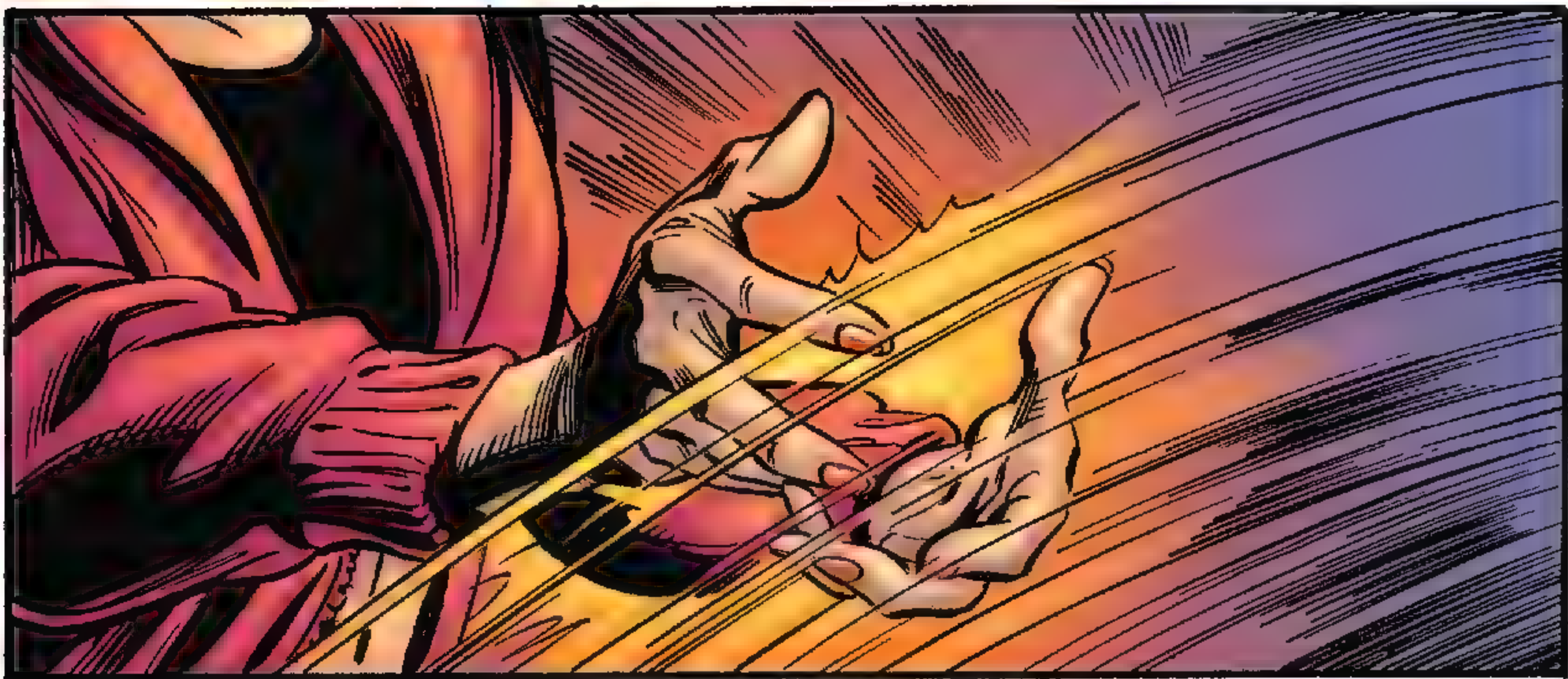
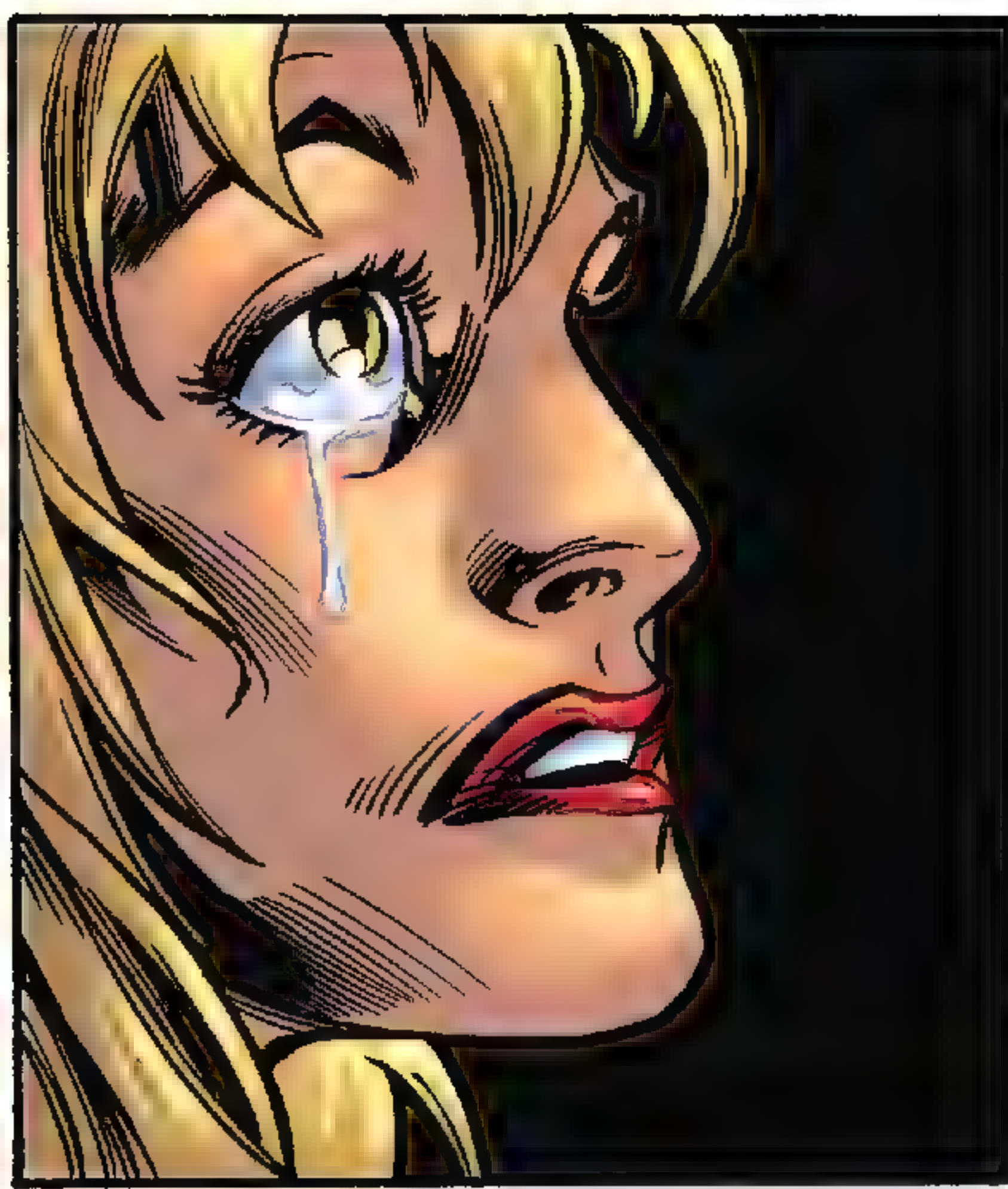
You did it, didn't you?

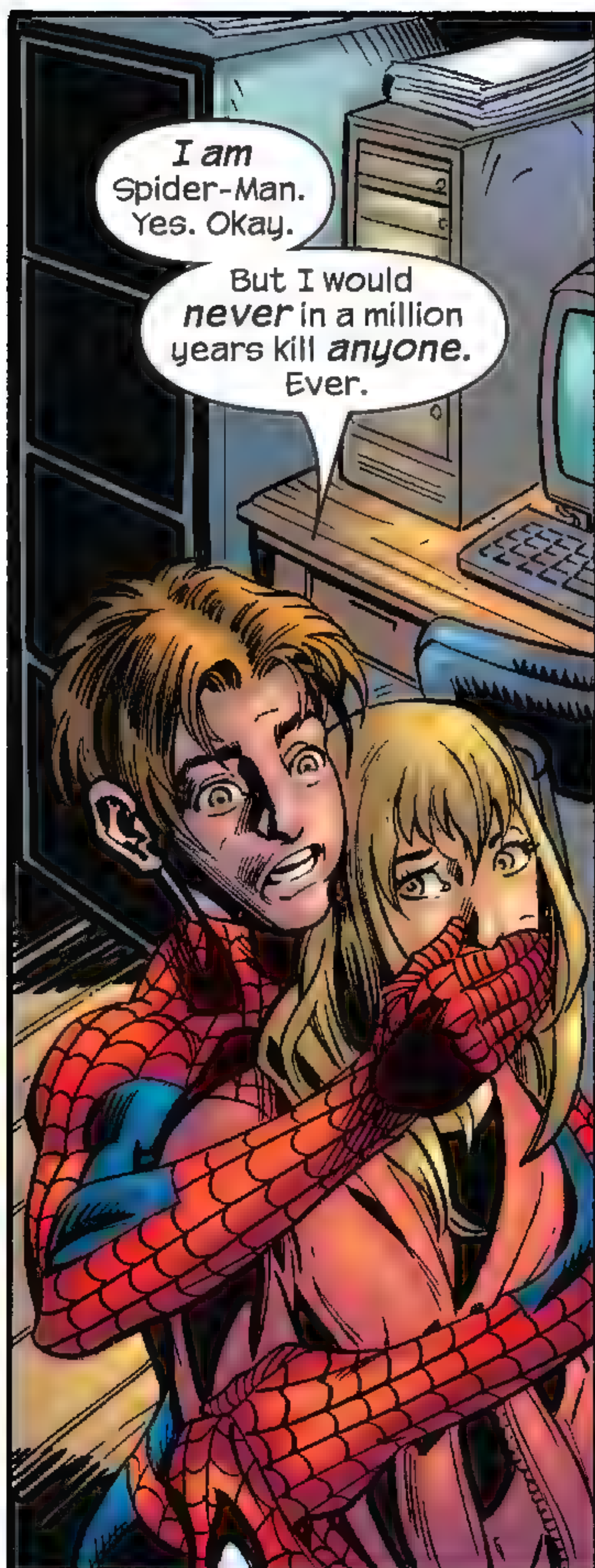
You're the one who killed my father...

It was you...



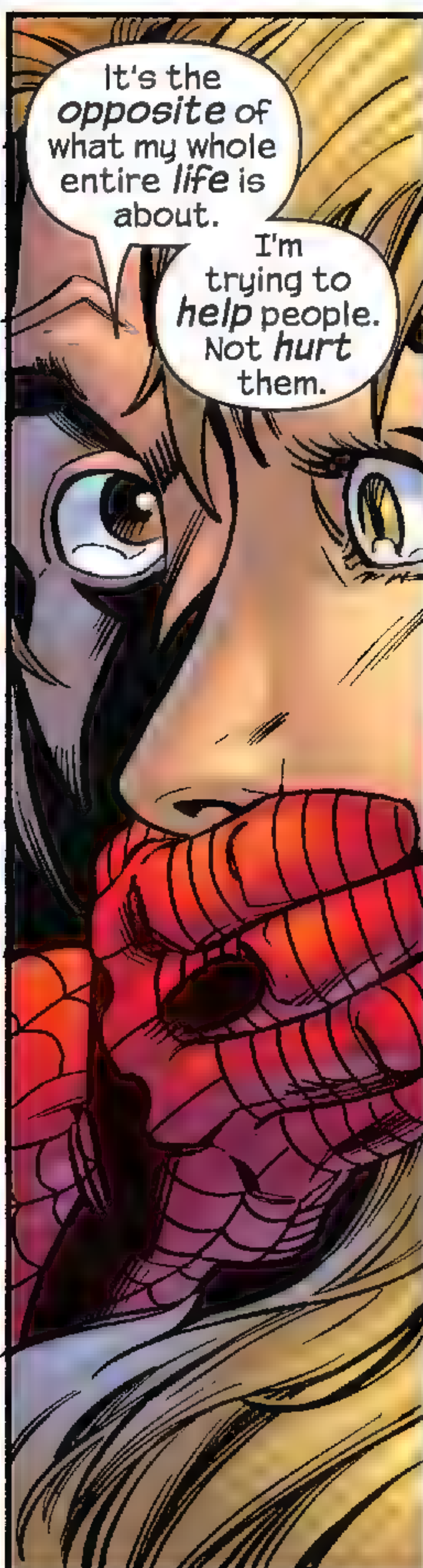






I am Spider-Man. Yes. Okay.

But I would *never* in a million years kill *anyone*. Ever.



It's the *opposite* of what my whole *entire life* is about.

I'm trying to *help* people. Not *hurt* them.



And, listen, the cops *told* you it was a copycat guy in a Spider-Man outfit. They told you. The guy *admitted* it!!

It was on the news.

And I was with you, right next to you, *all day* the day your dad died!!

The entire day.

I was with you when you found out, I was *there* with you.

I would have done *anything* for that not to have happened to your father, but I *wasn't* there.



How could I have been in Atlantic City *and* next to you at the *same* time?

I didn't *do* it.



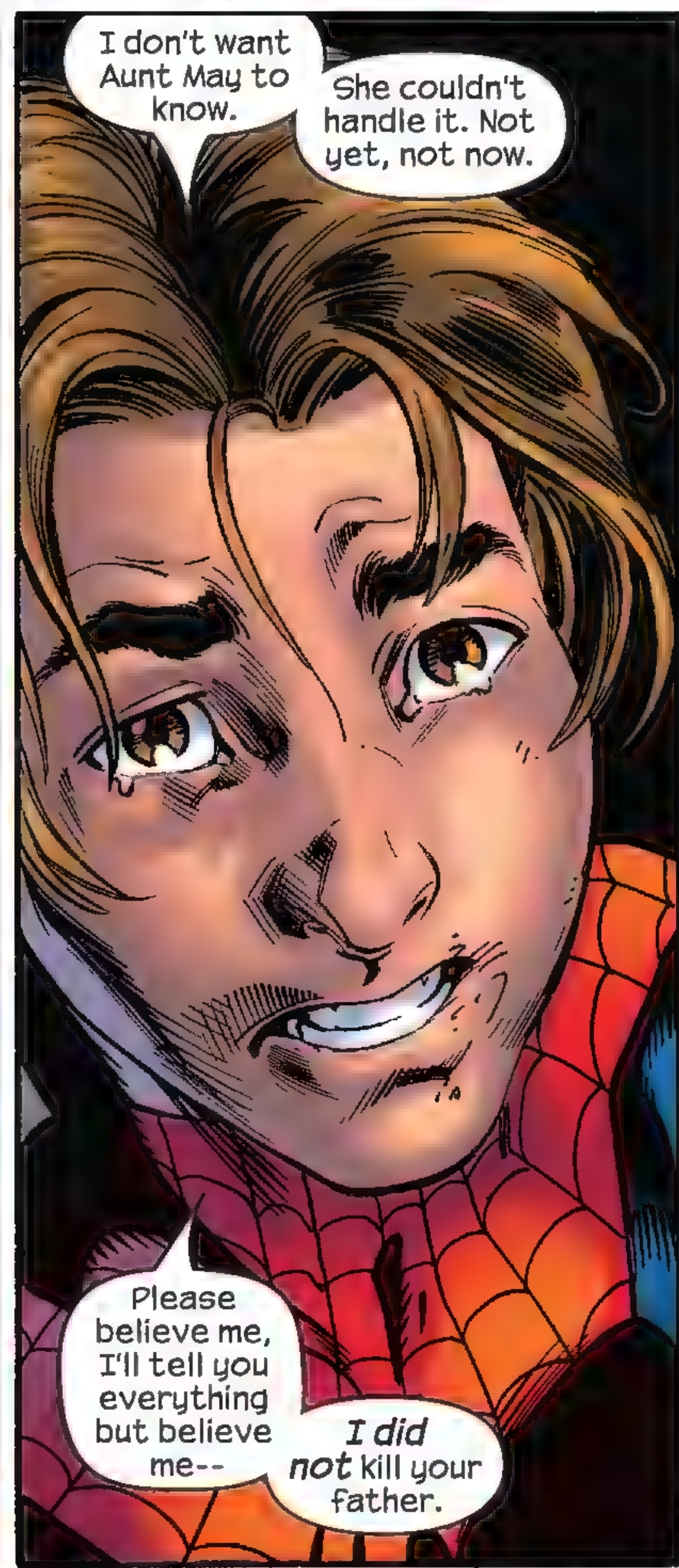
I'm sorry I didn't tell you who I am but I don't want anyone to get hurt.

I don't want Aunt May, or you, or anyone I know to have to *worry* about me.

Please, *please* believe me.

Please.

Please *believe* me.

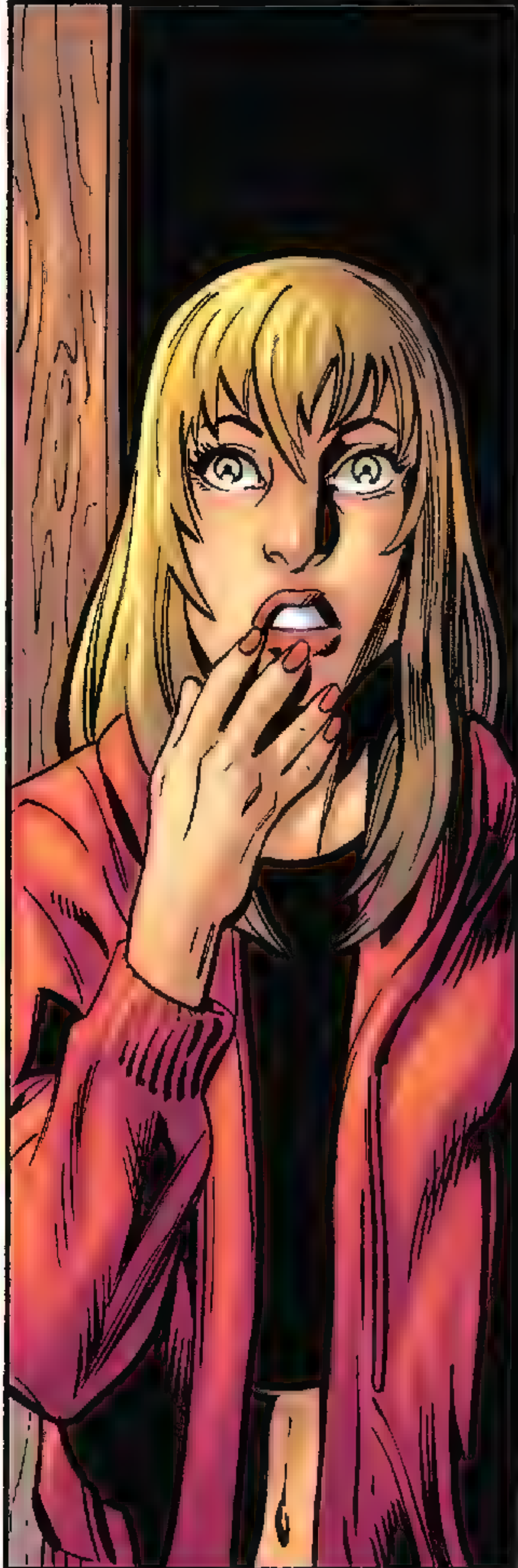
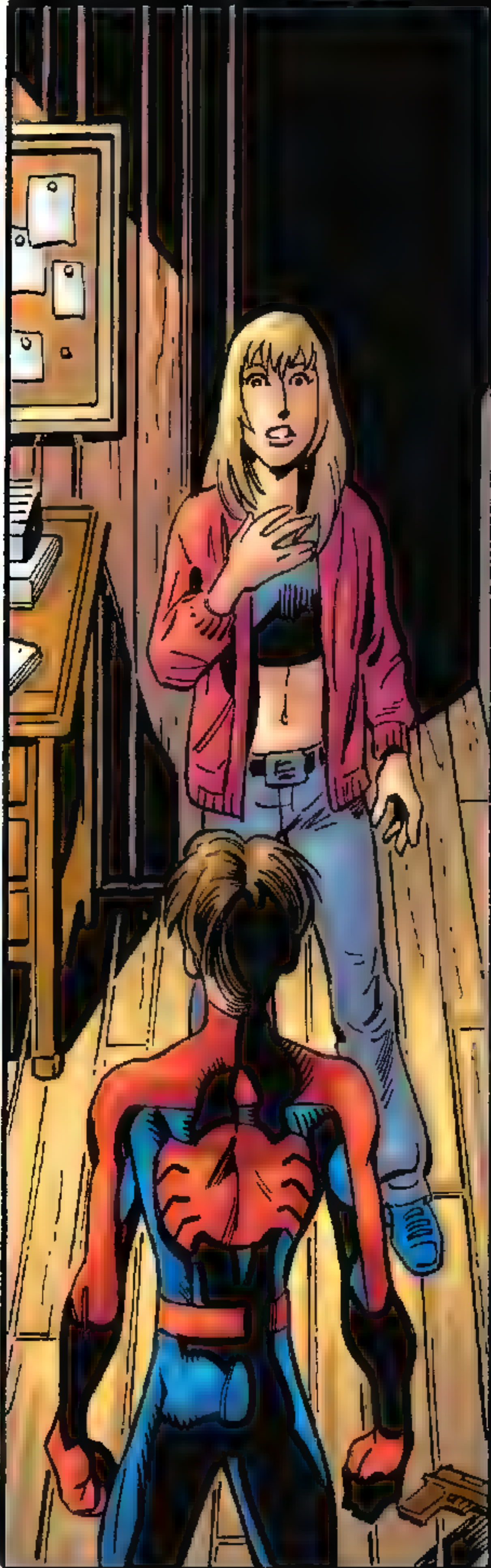
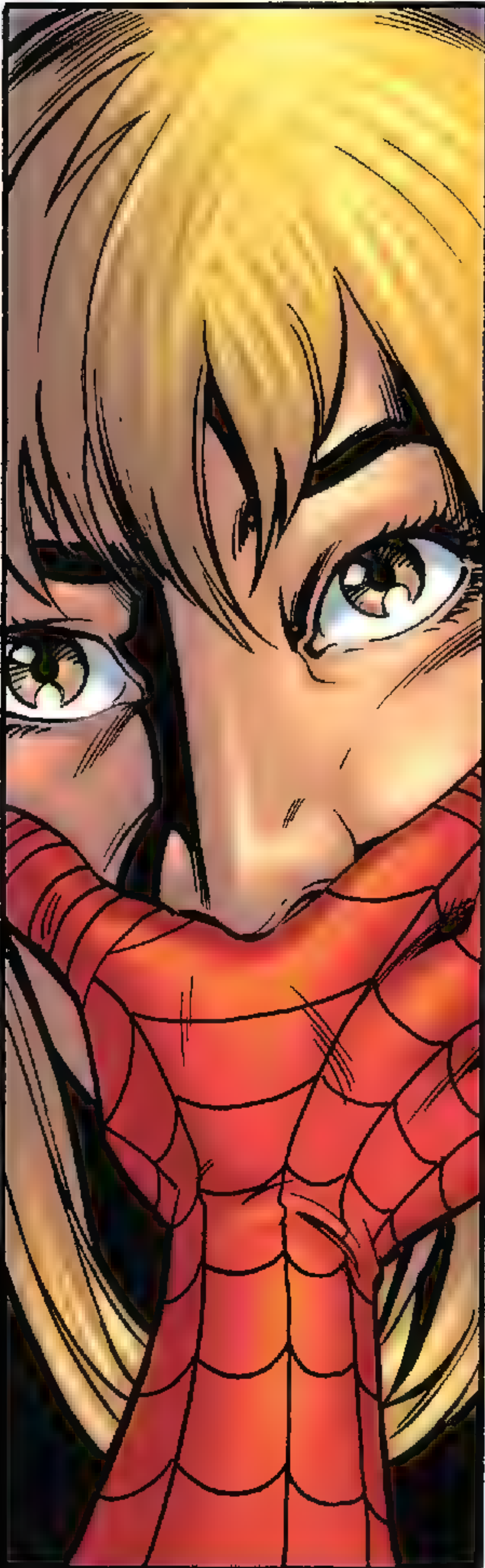
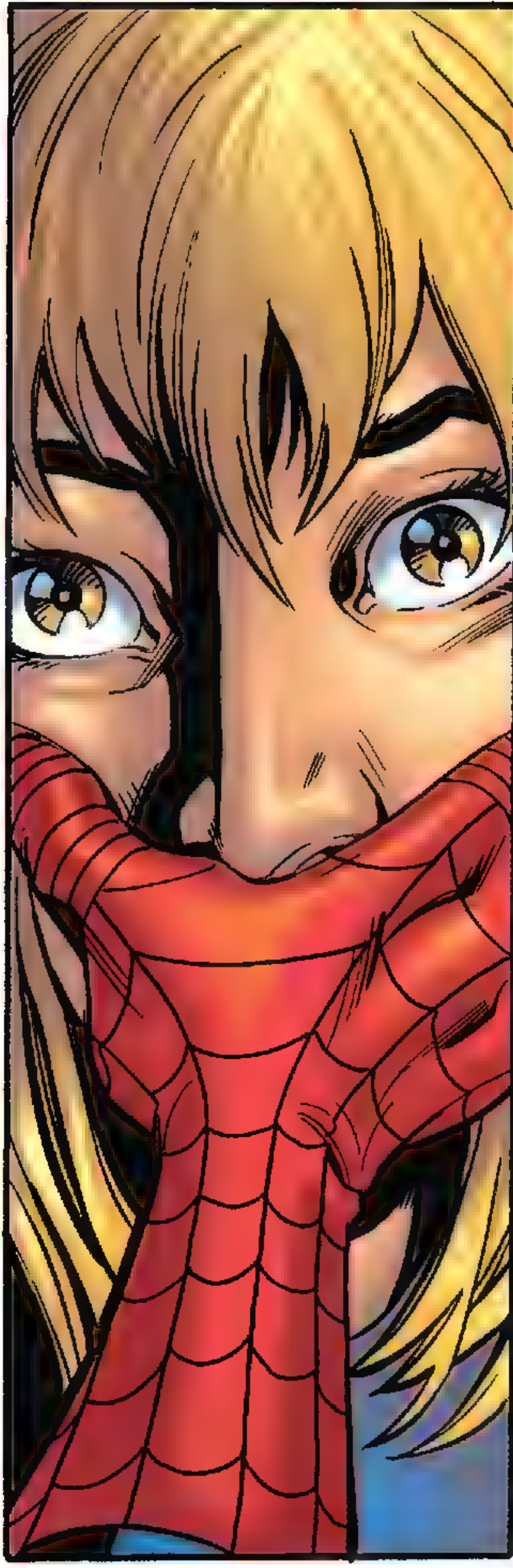
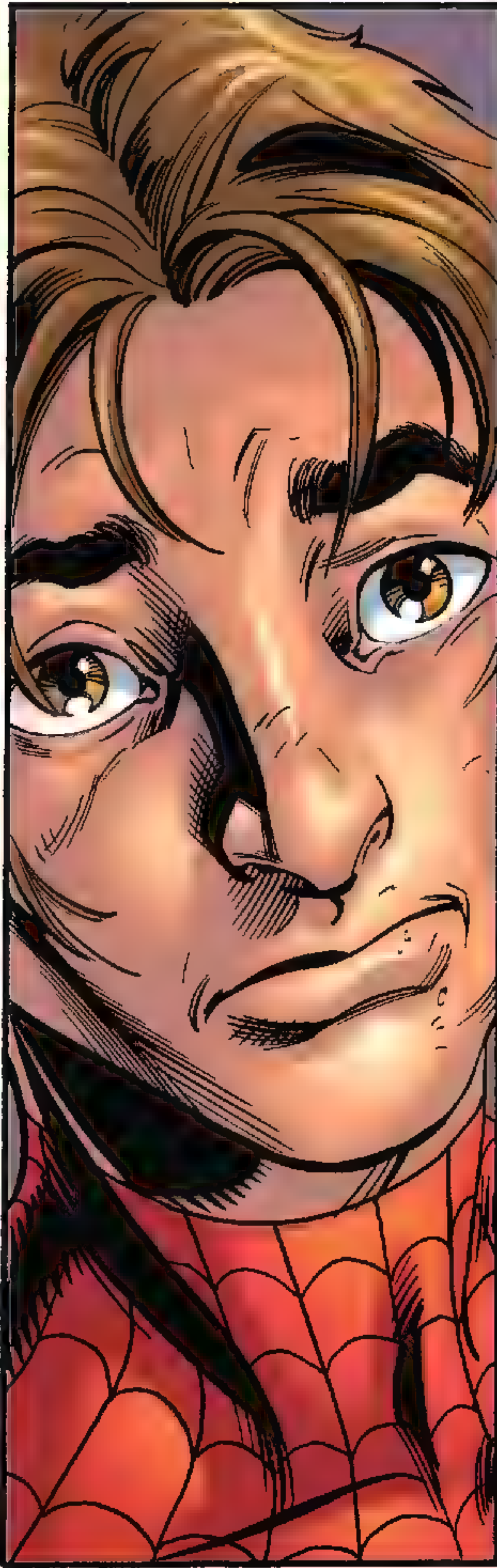
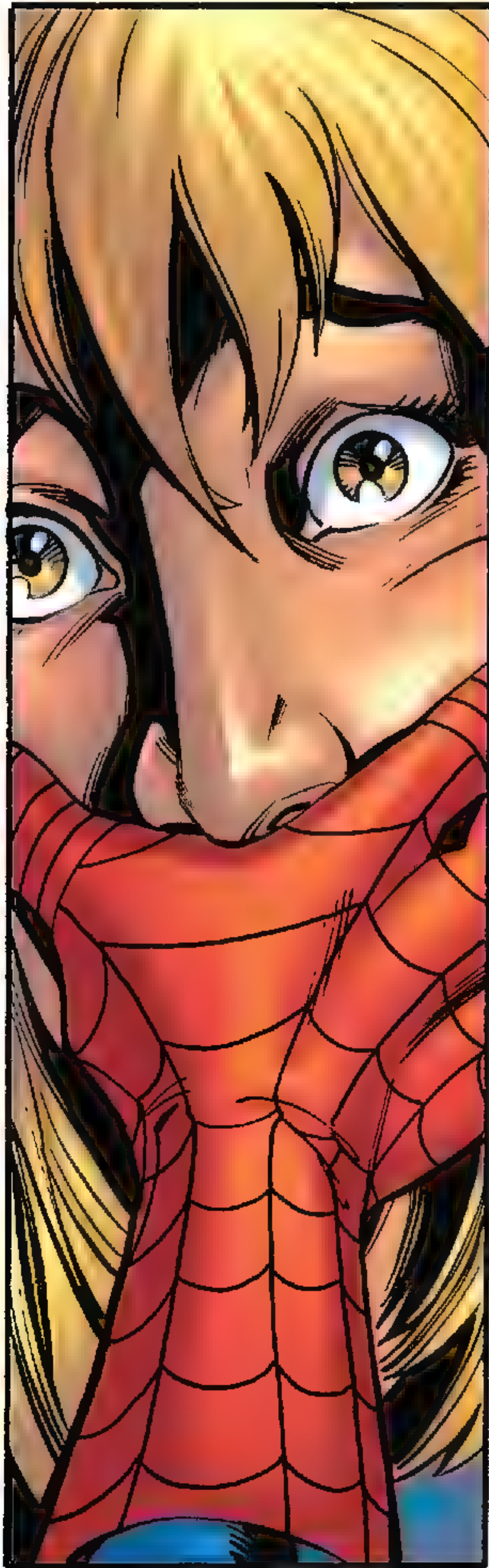


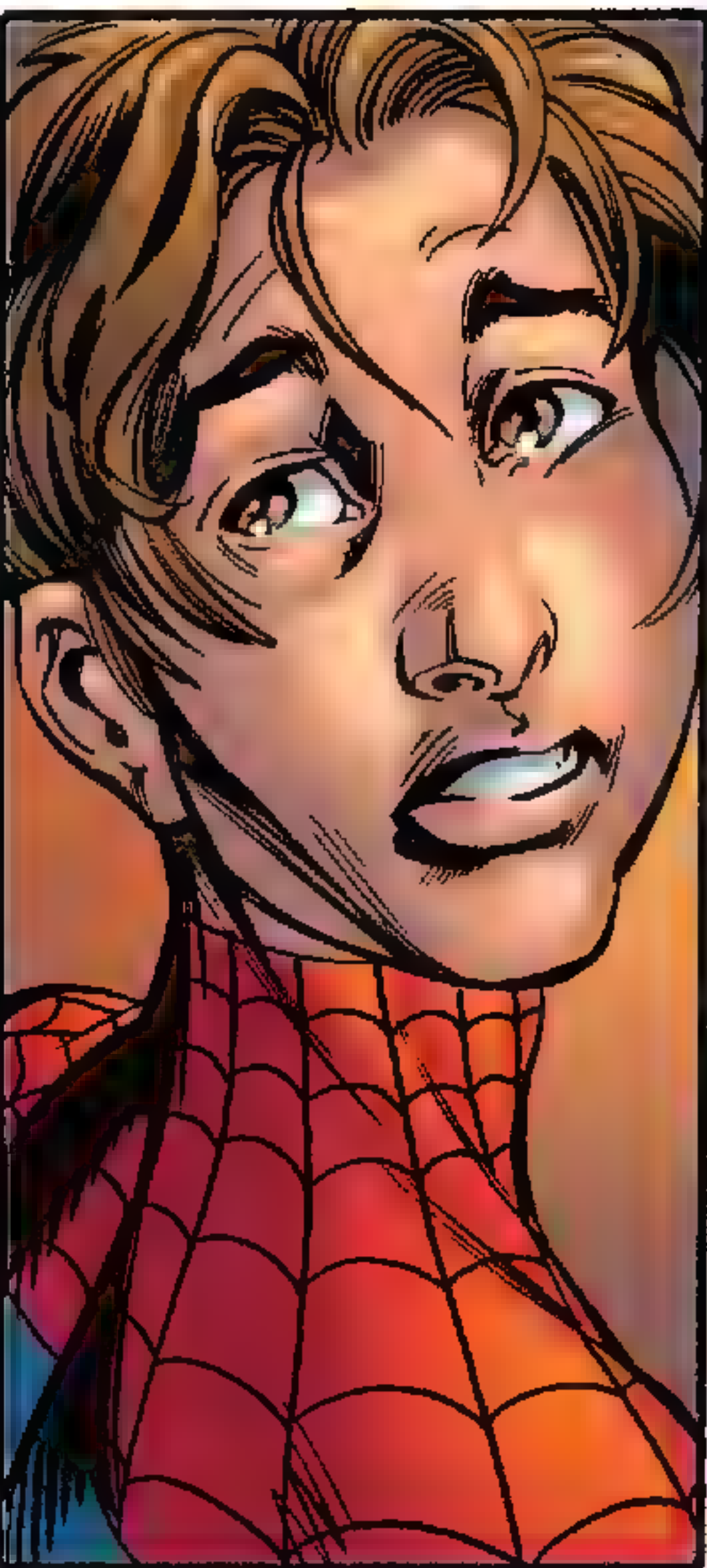
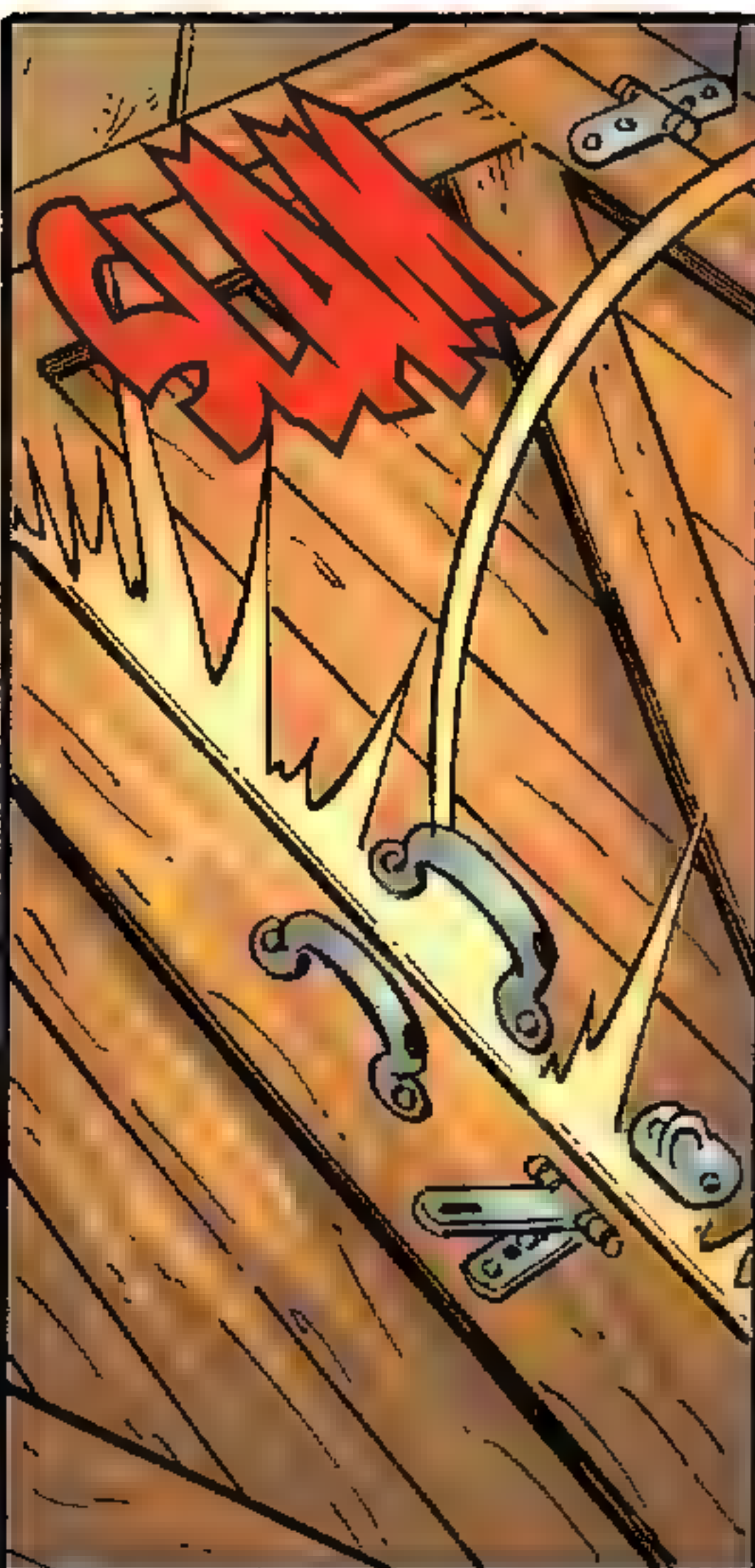
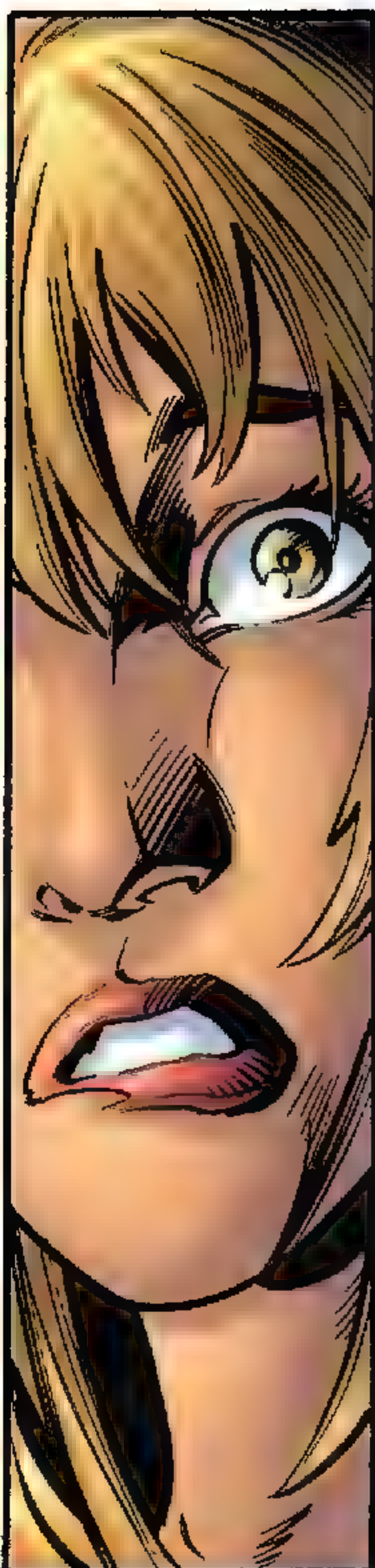
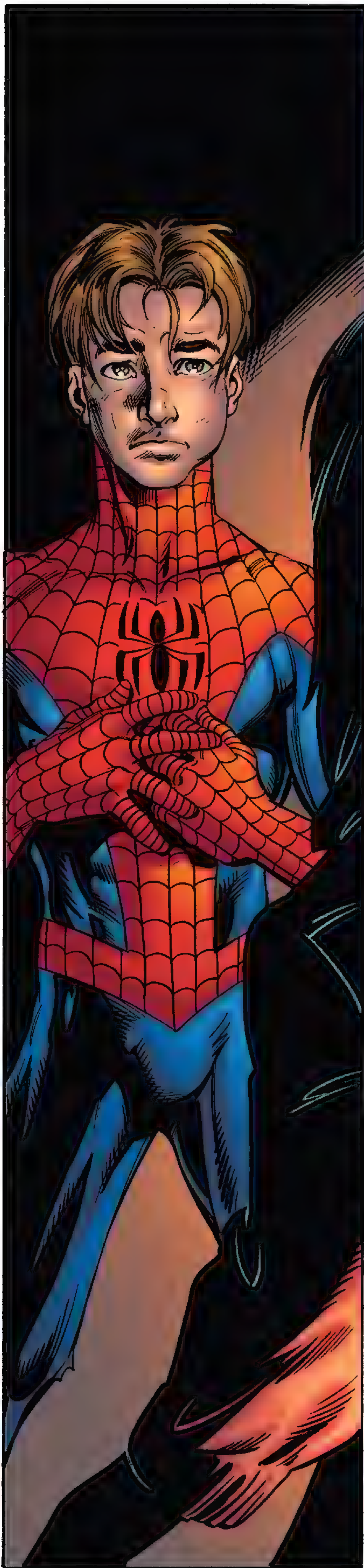
I don't want Aunt May to know.

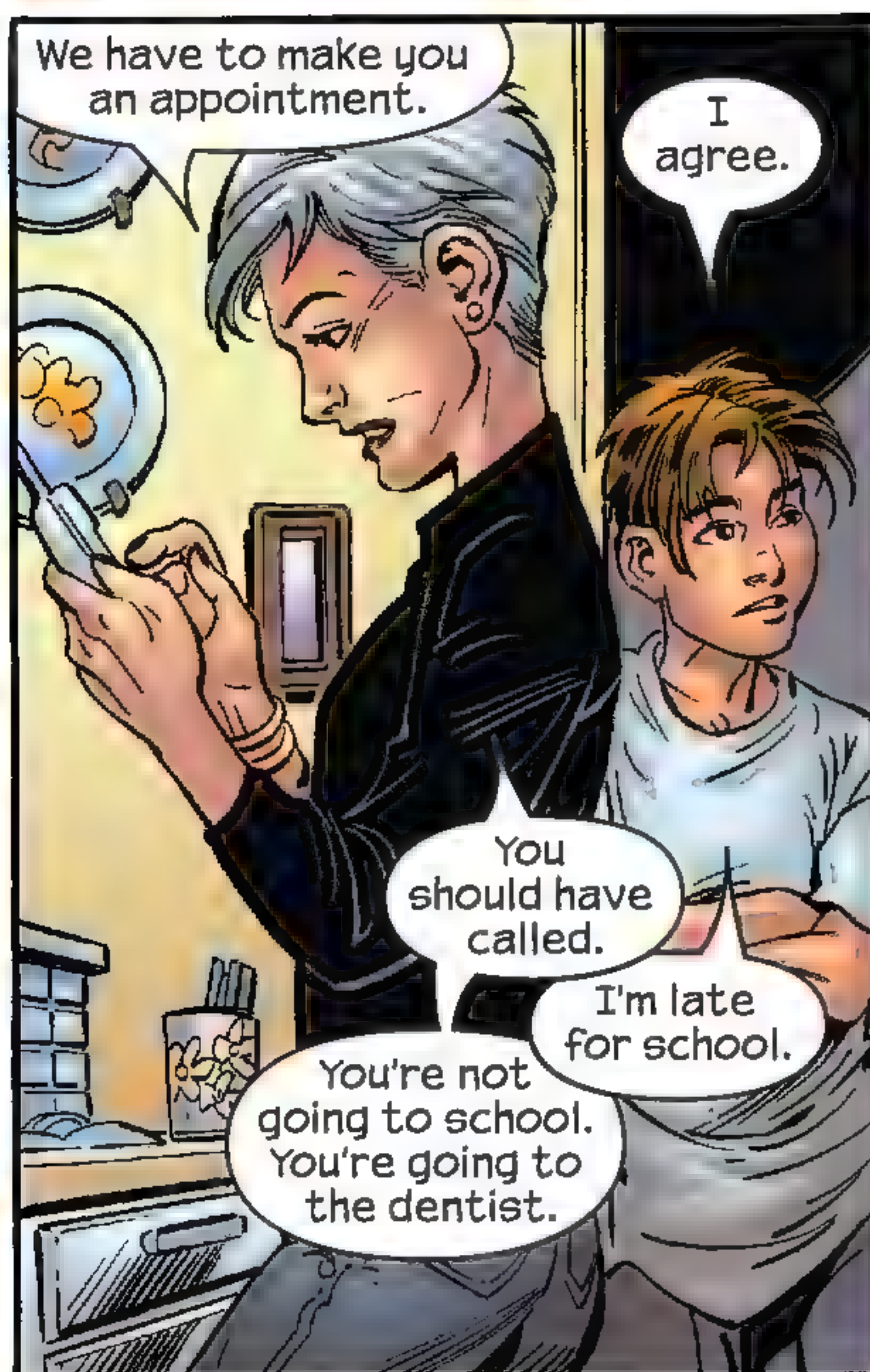
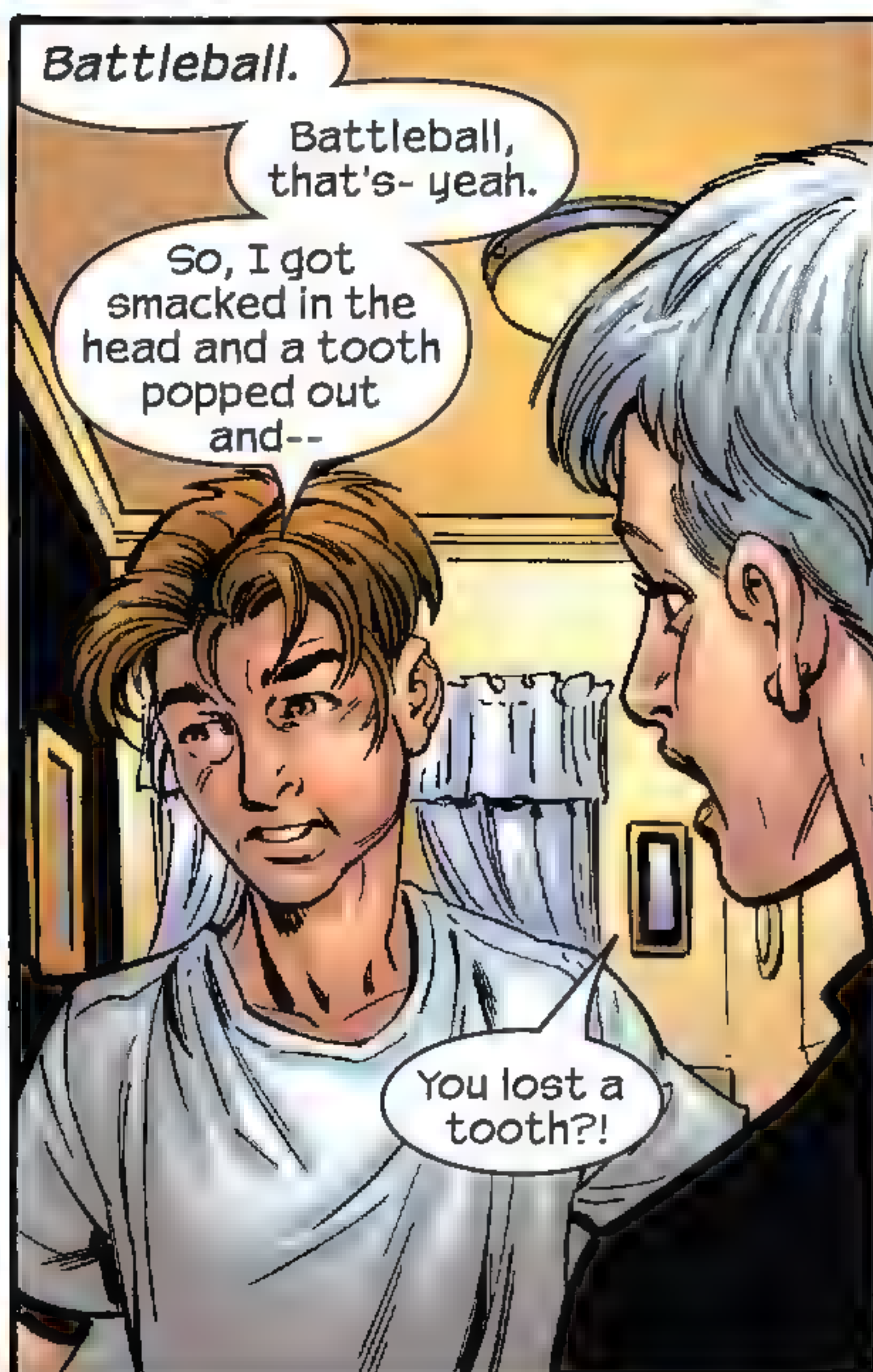
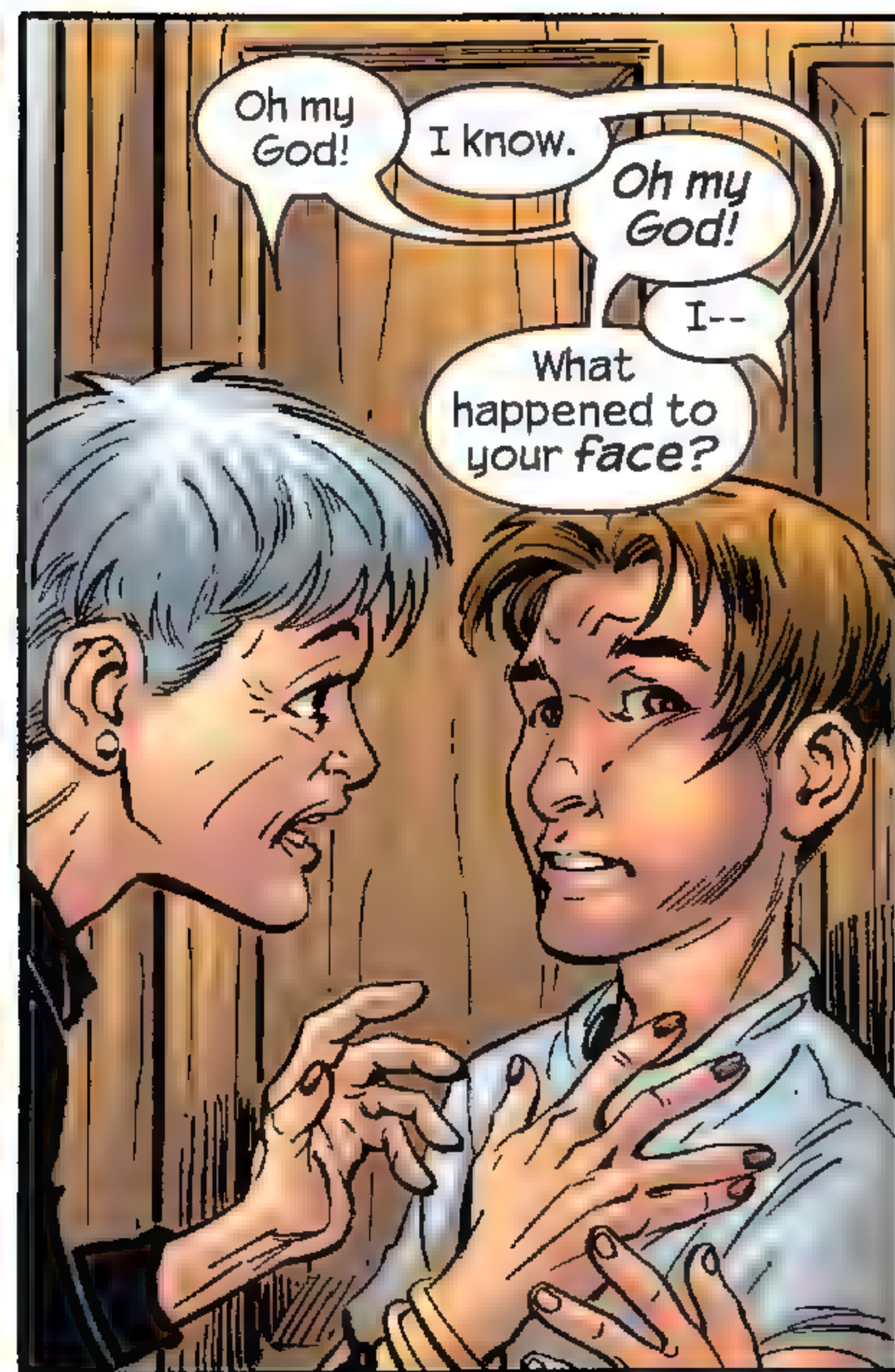
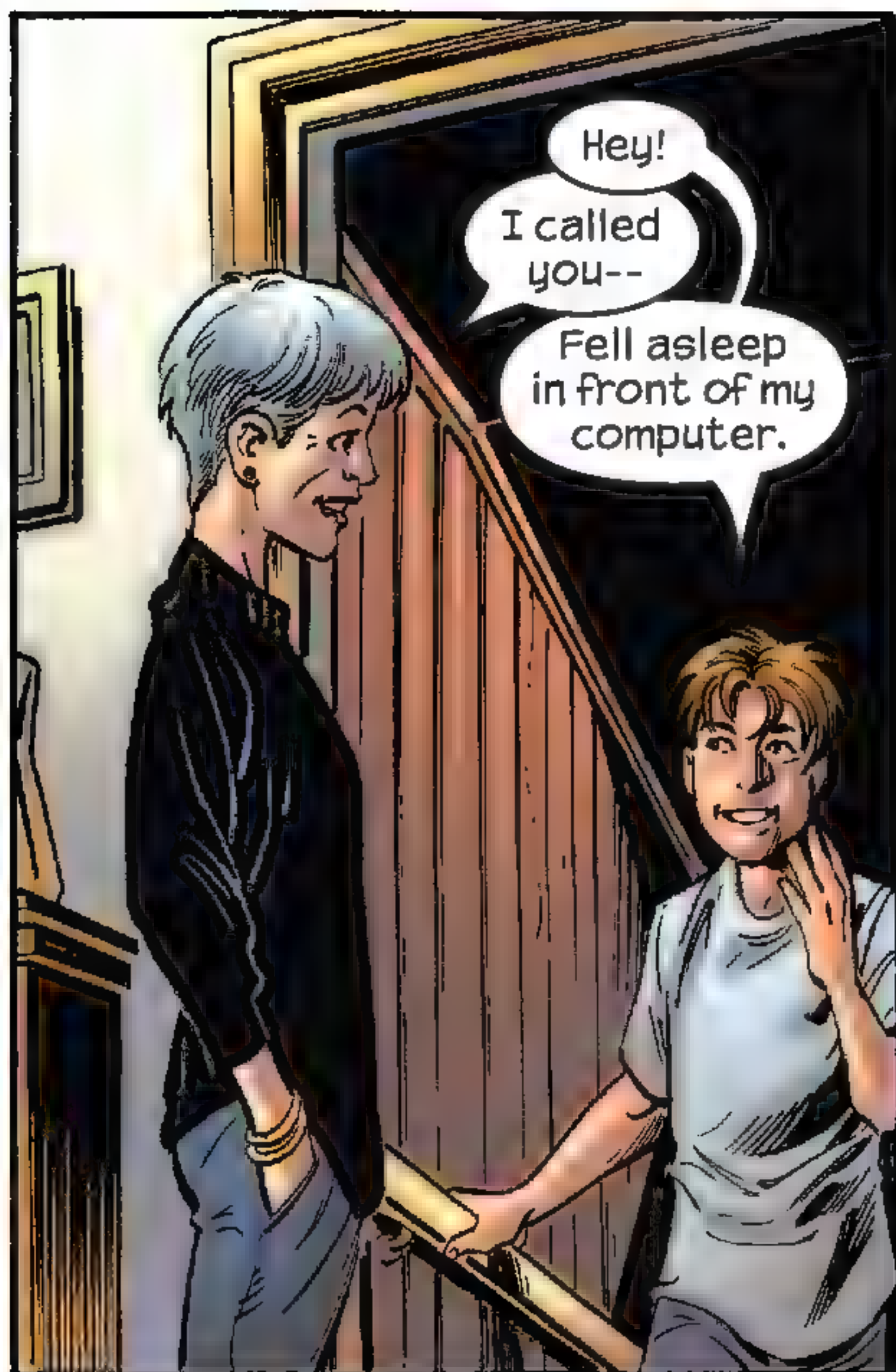
She couldn't handle it. Not yet, not now.

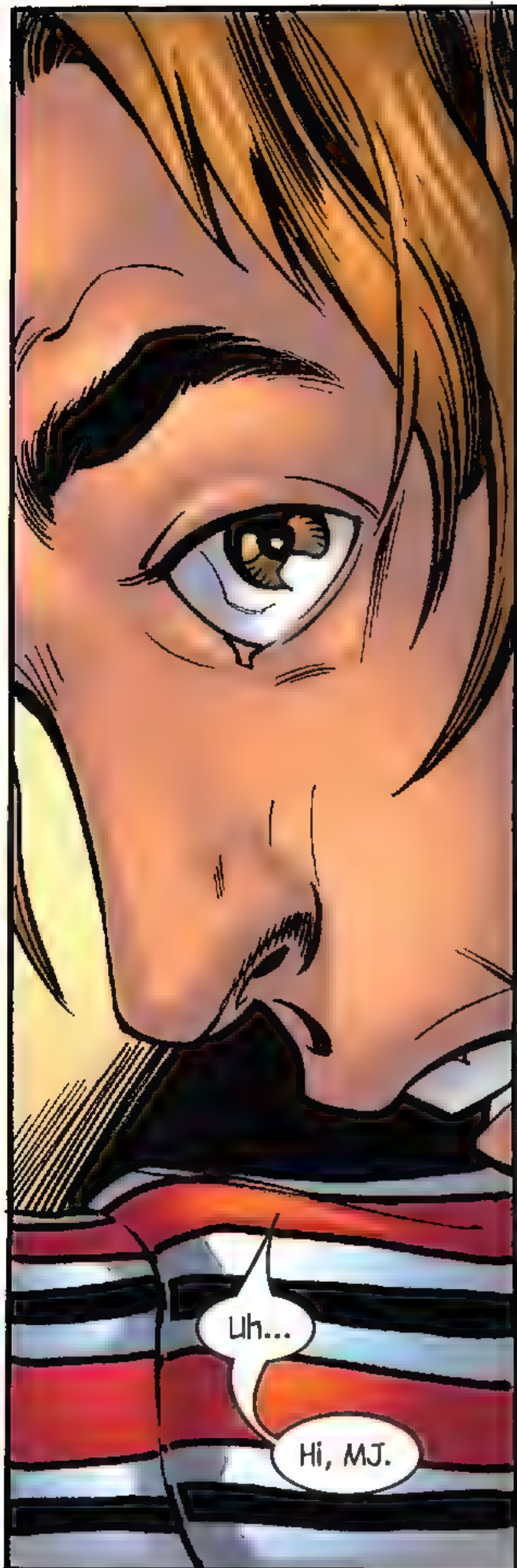
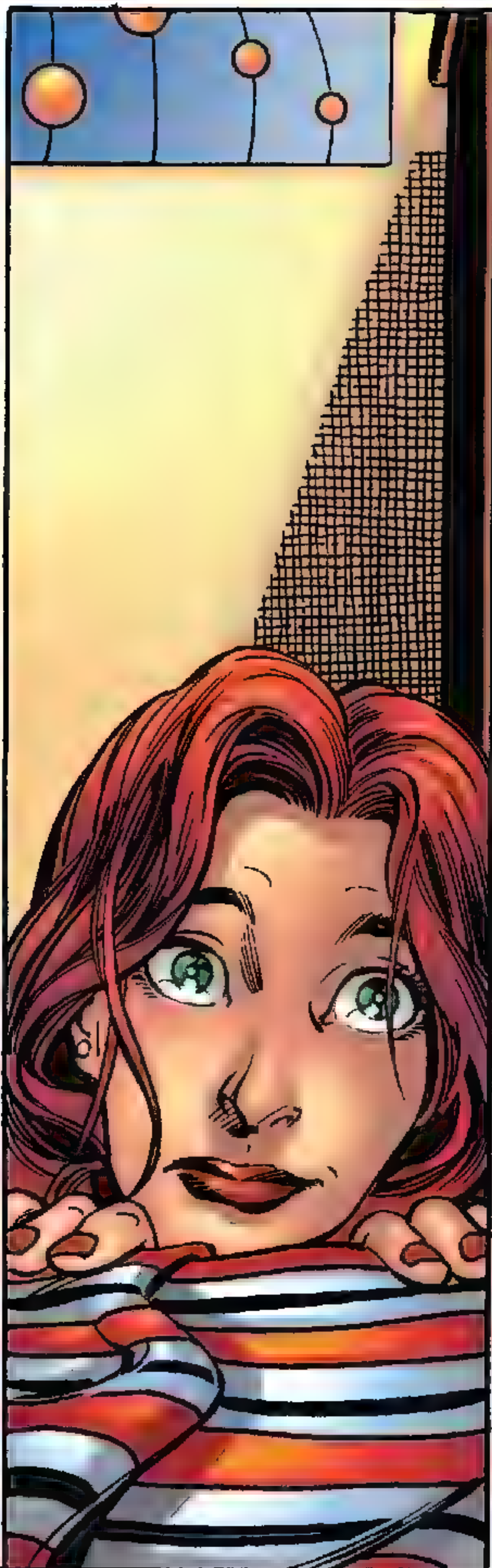
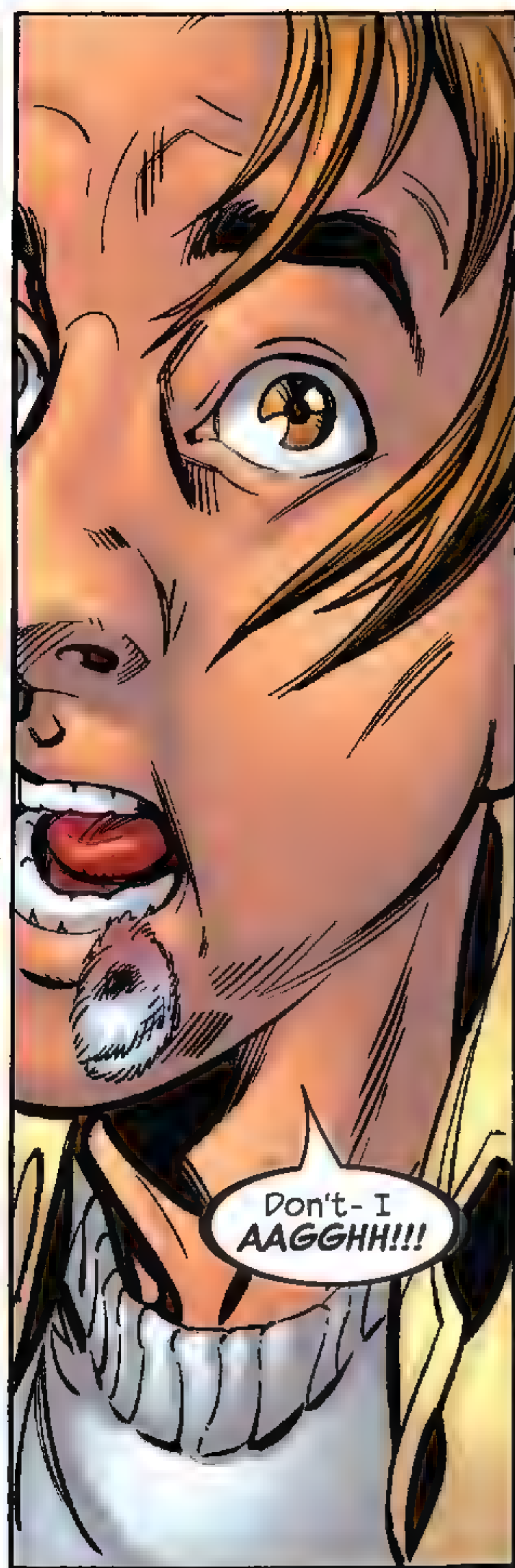
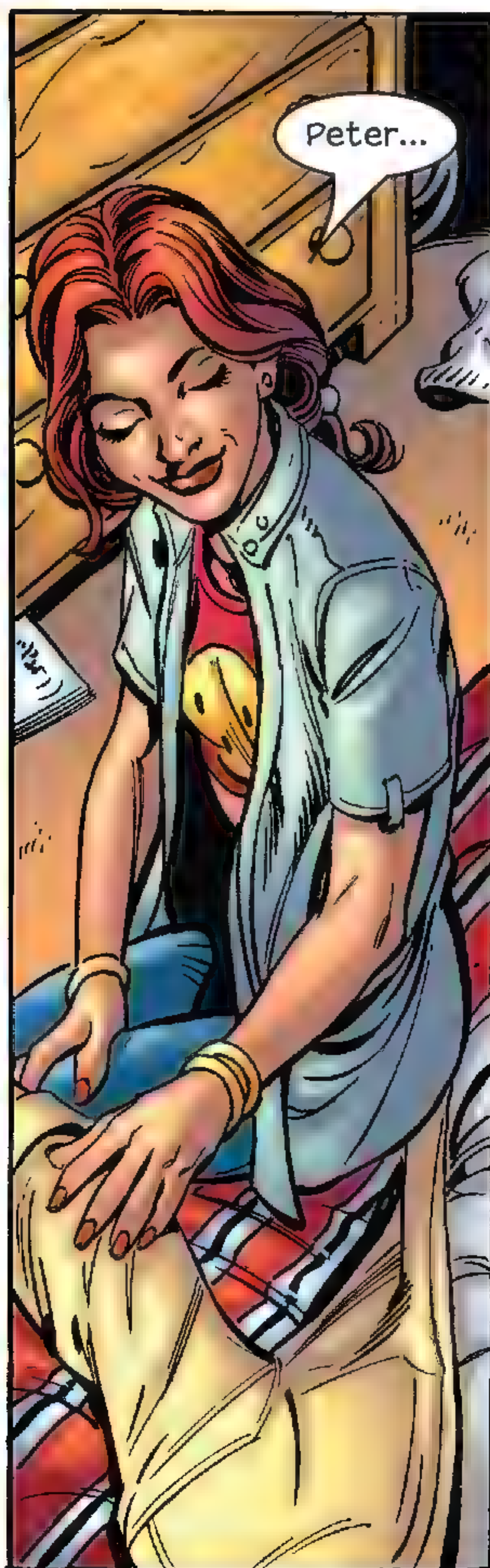
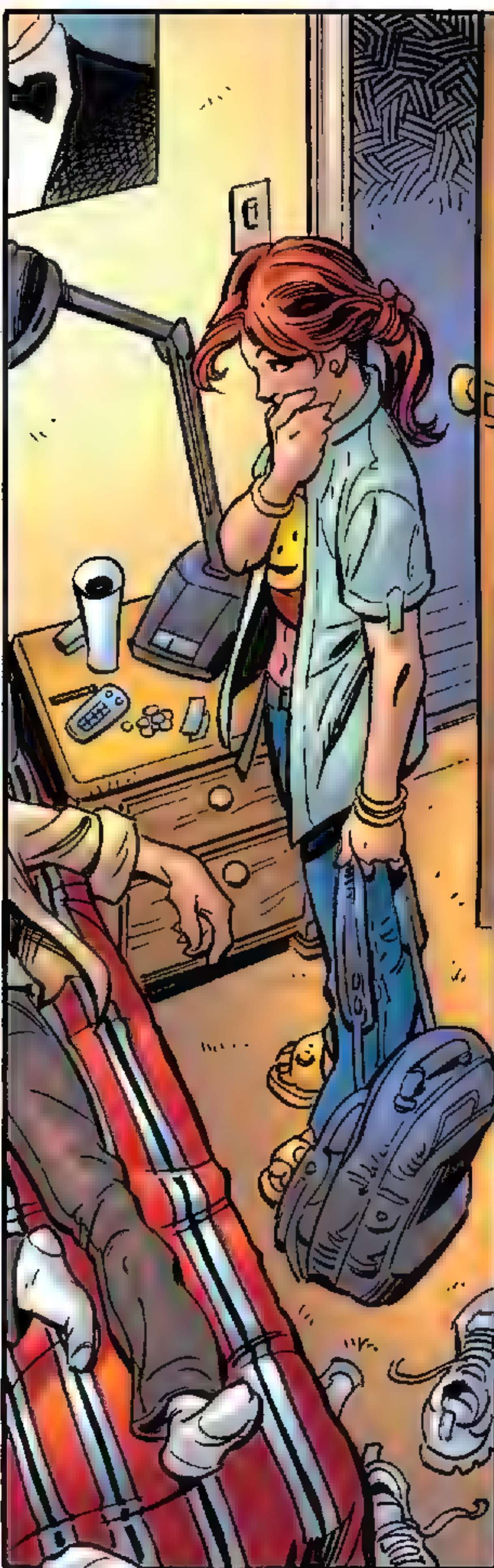
Please believe me, I'll tell you everything but believe me--

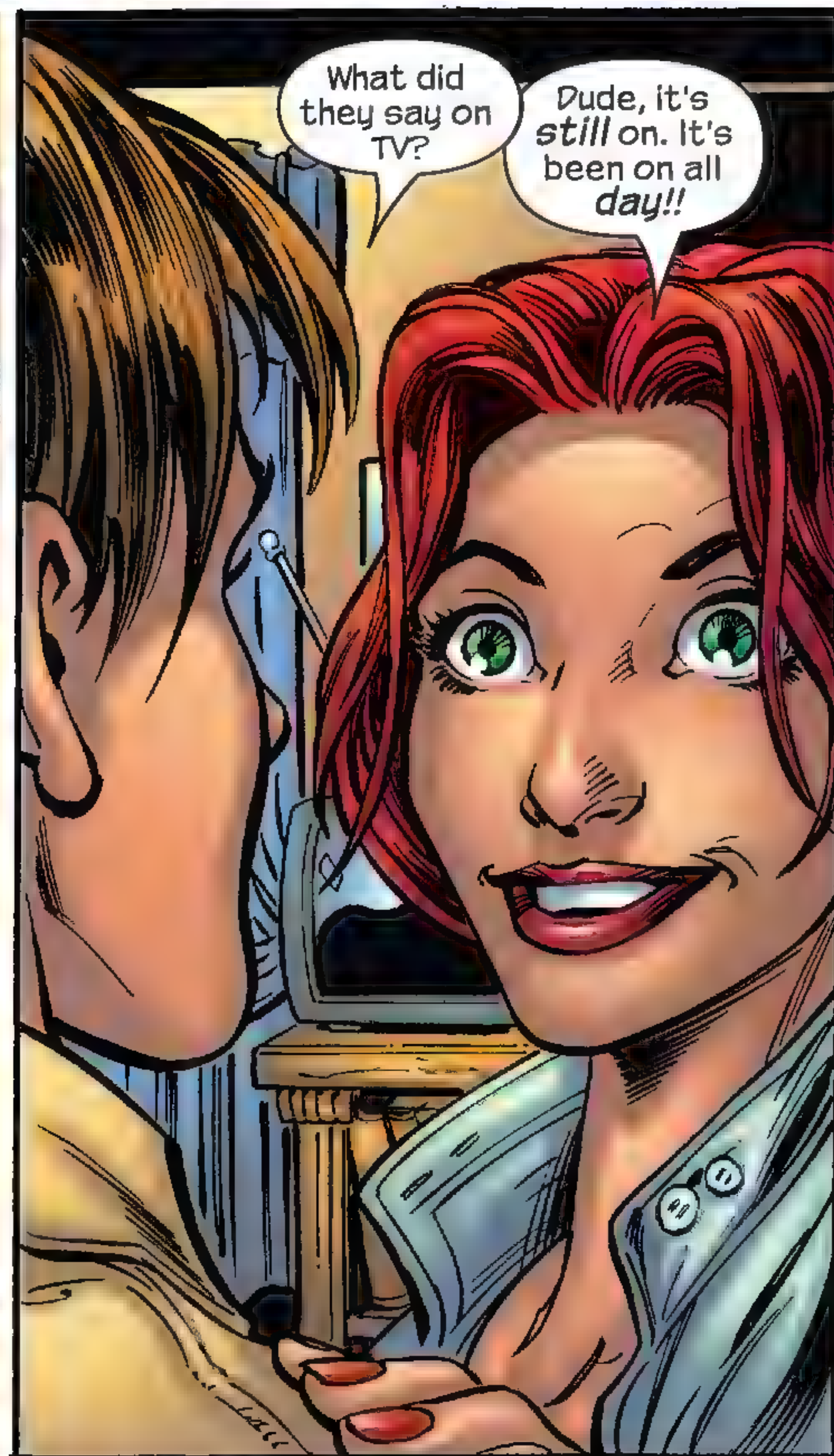
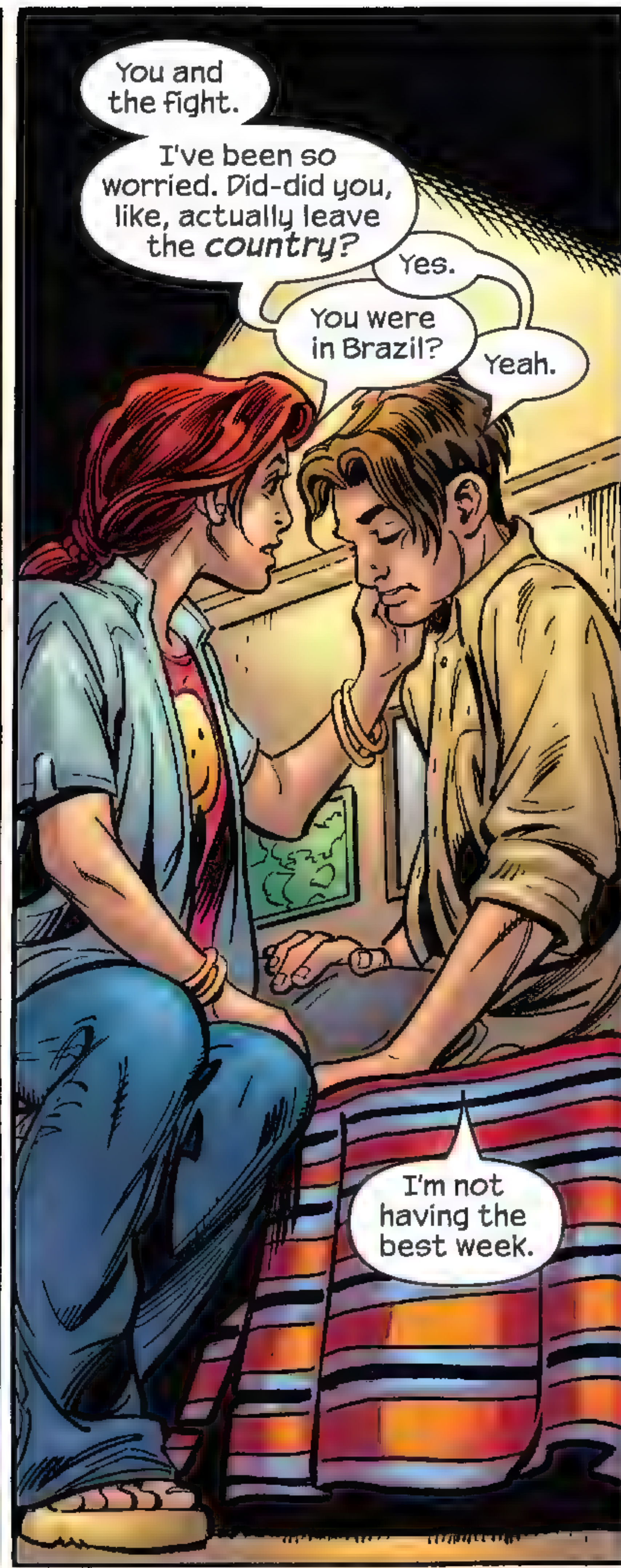
I did not kill your father.

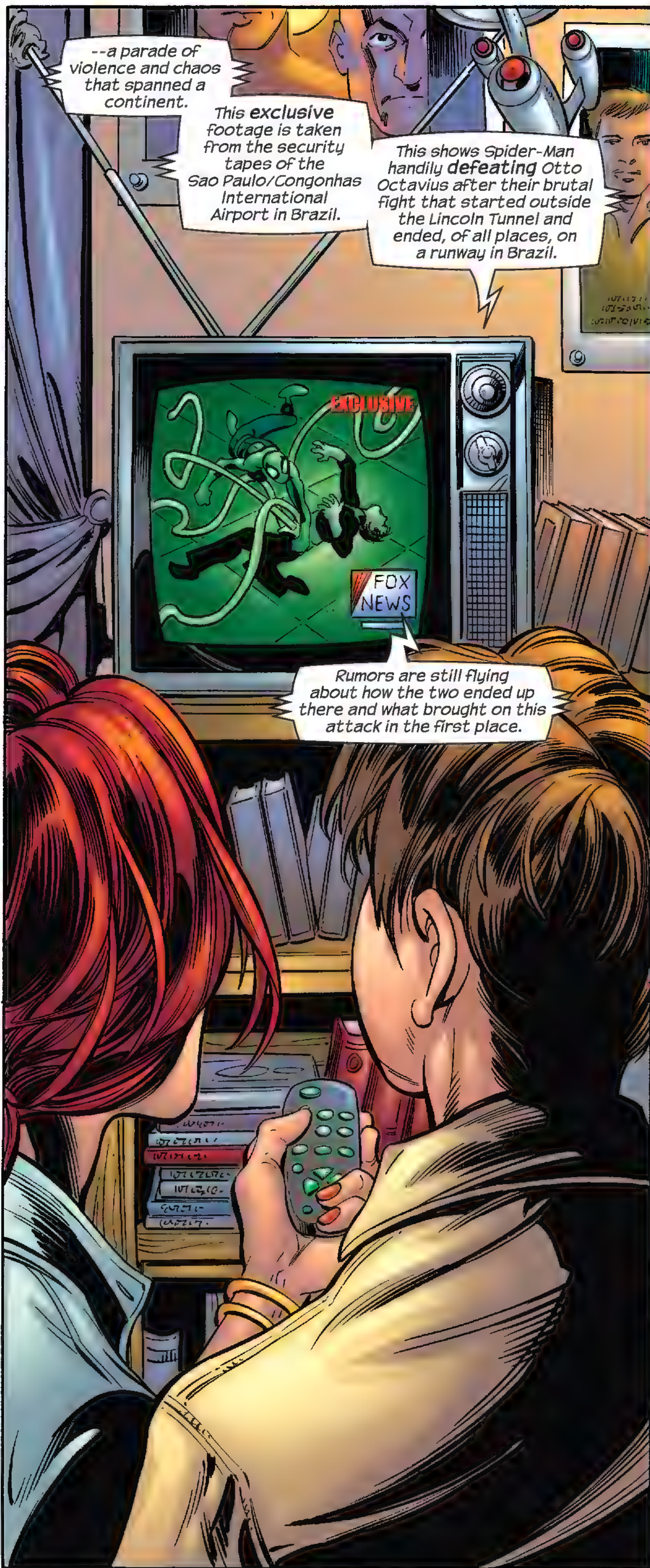












--a parade of violence and chaos that spanned a continent.

This exclusive footage is taken from the security tapes of the Sao Paulo/Congonhas International Airport in Brazil.

This shows Spider-Man handily defeating Otto Octavius after their brutal fight that started outside the Lincoln Tunnel and ended, of all places, on a runway in Brazil.

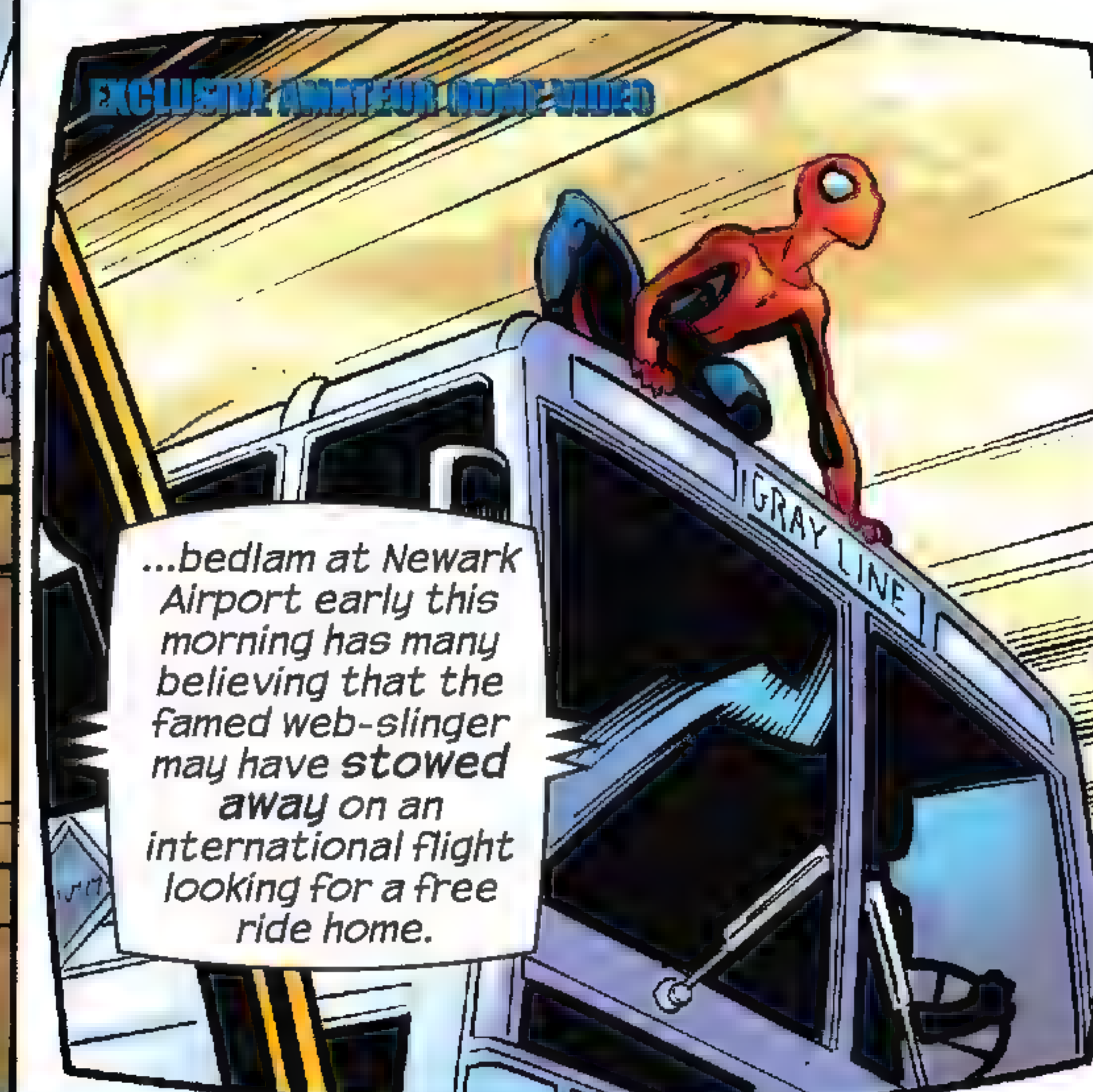
Rumors are still flying about how the two ended up there and what brought on this attack in the first place.



But we have received official word from authorities that Otto Octavius has been taken into custody by S.H.I.E.L.D. authorities.

Oh, thank God... Seriously.

And Spider-Man's whereabouts are, again, unknown. But...



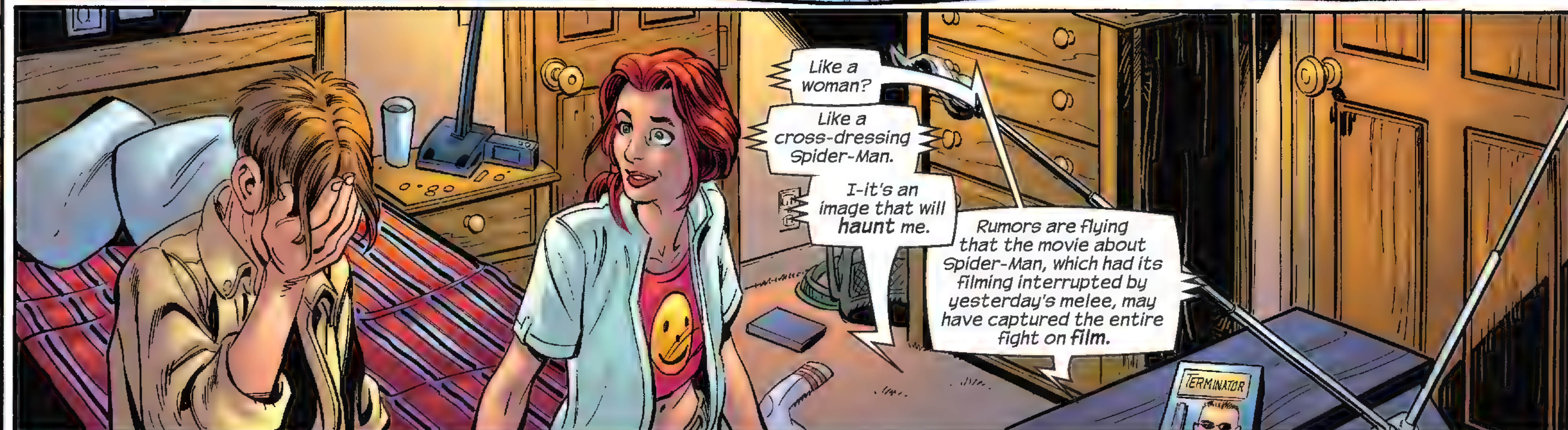
...bedlam at Newark Airport early this morning has many believing that the famed web-slinger may have stowed away on an international flight looking for a free ride home.



All's I know is, I opened up the baggage compartment and there was this dude in a Spider-dude outfit and he was all done up like a broad.

ARK INTER

GABRIEL BUSTAMANTEZ-BAGGAGE HANDLER

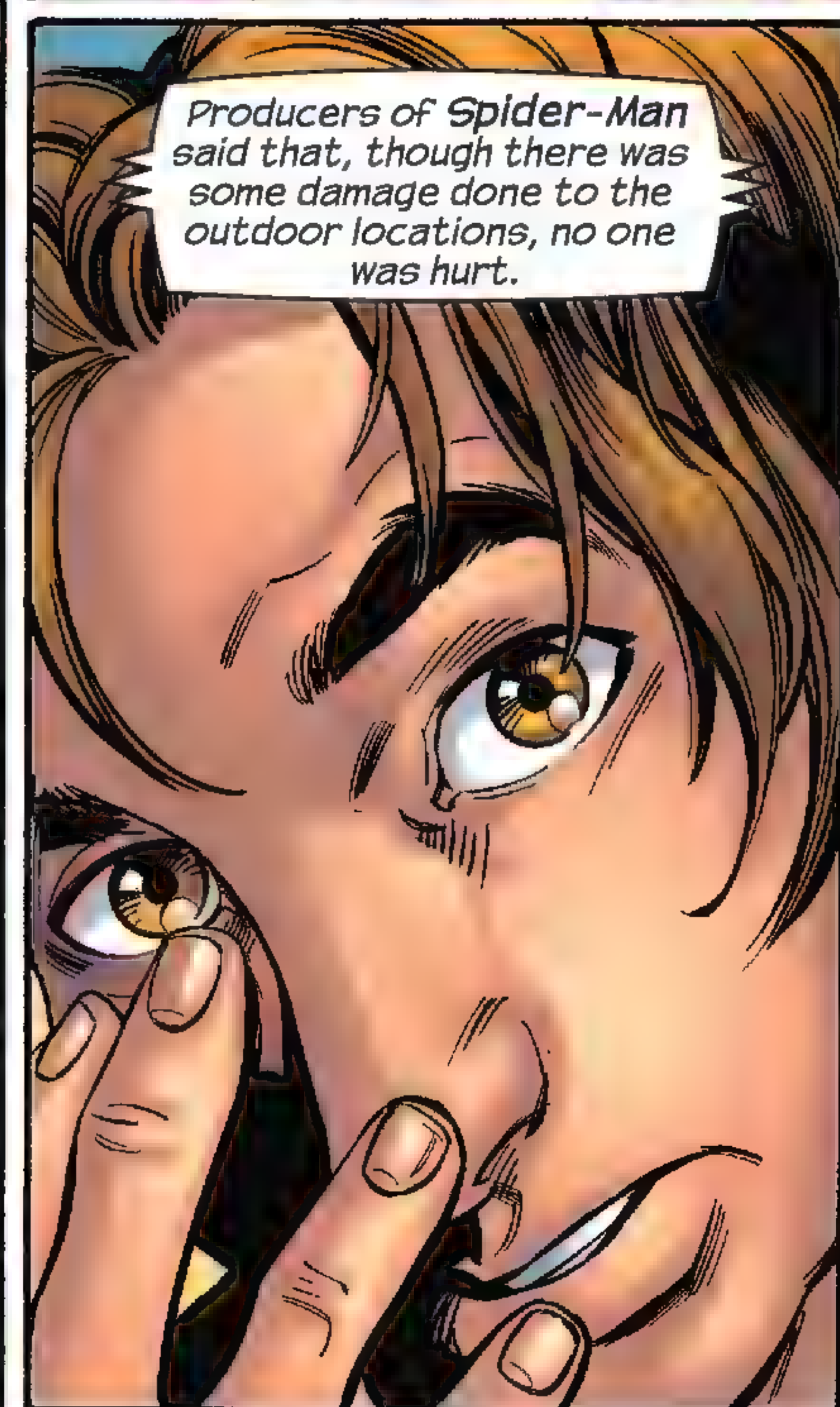


Like a woman?

Like a cross-dressing Spider-Man.

I-it's an image that will haunt me.

Rumors are flying that the movie about Spider-Man, which had its filming interrupted by yesterday's melee, may have captured the entire fight on film.



Producers of Spider-Man said that, though there was some damage done to the outdoor locations, no one was hurt.



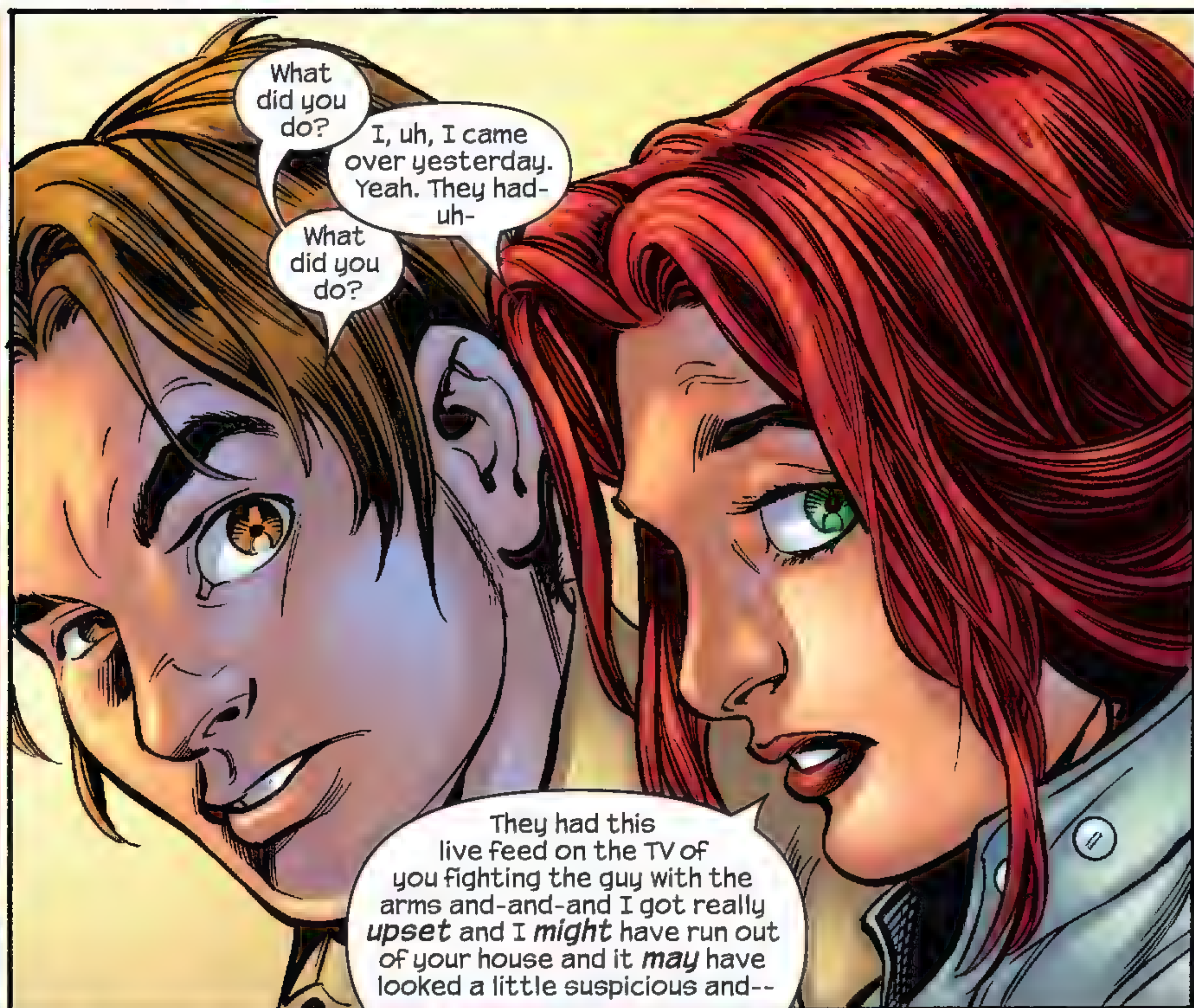
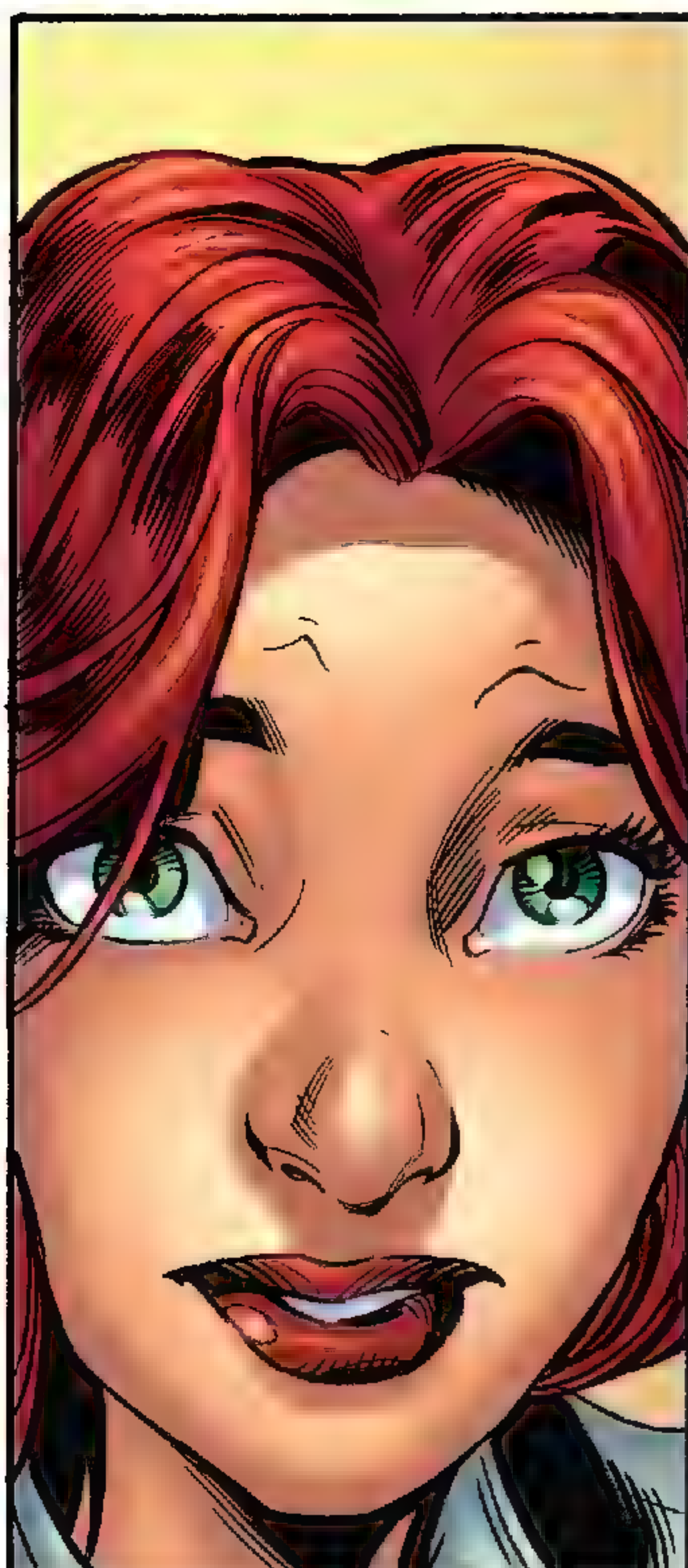
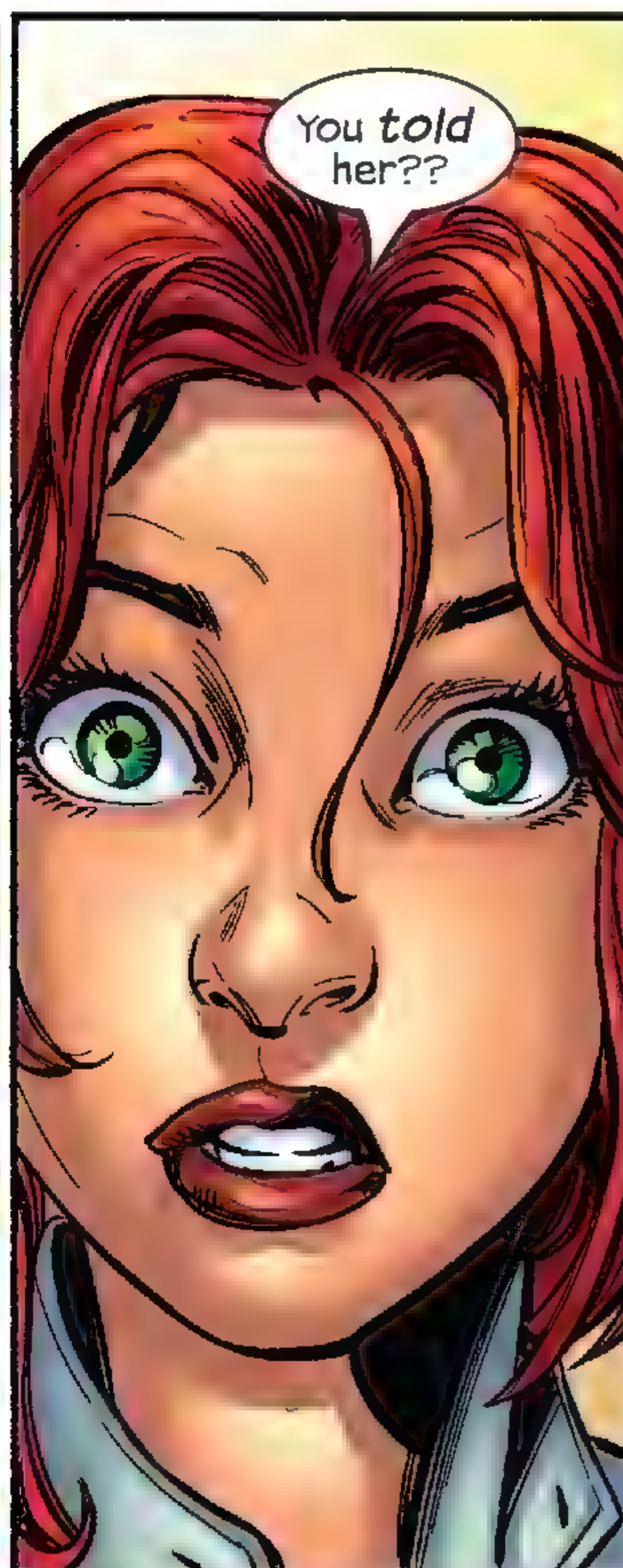
The experience of watching Spider-Man in action was truly fascinating.

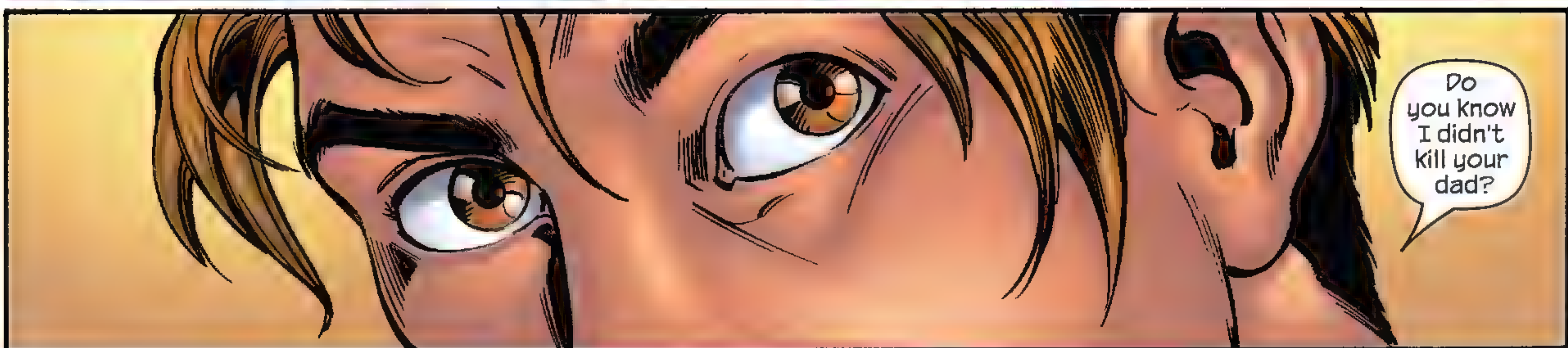
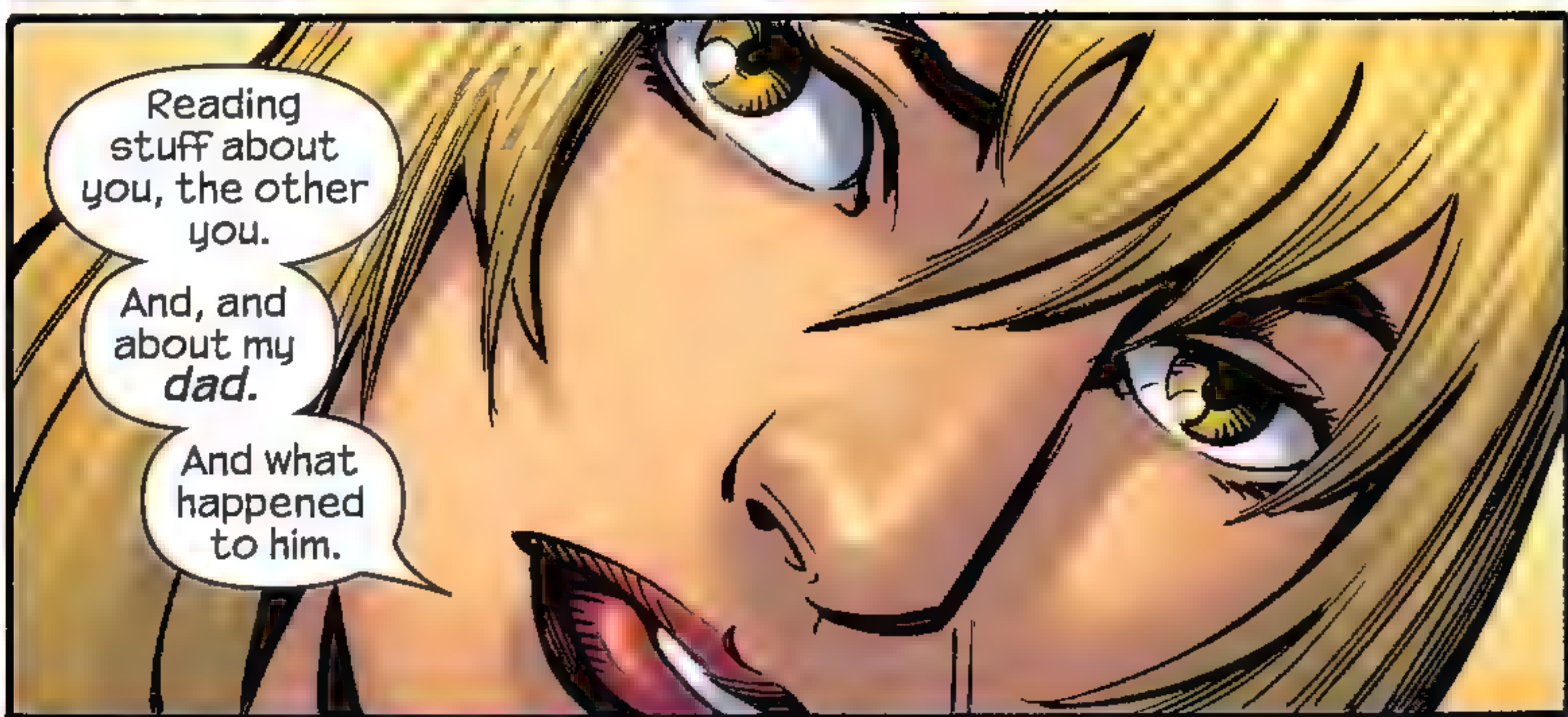
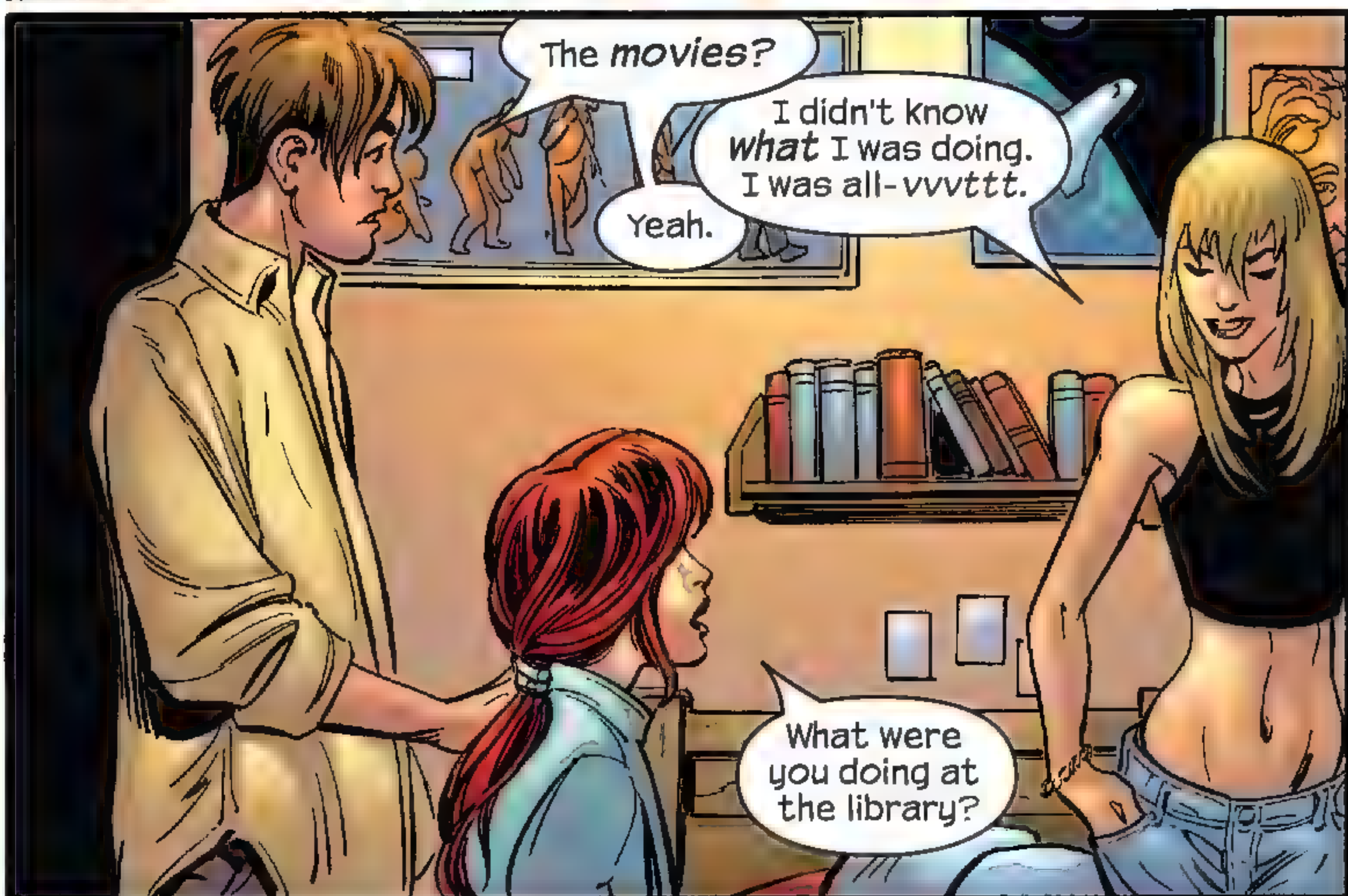
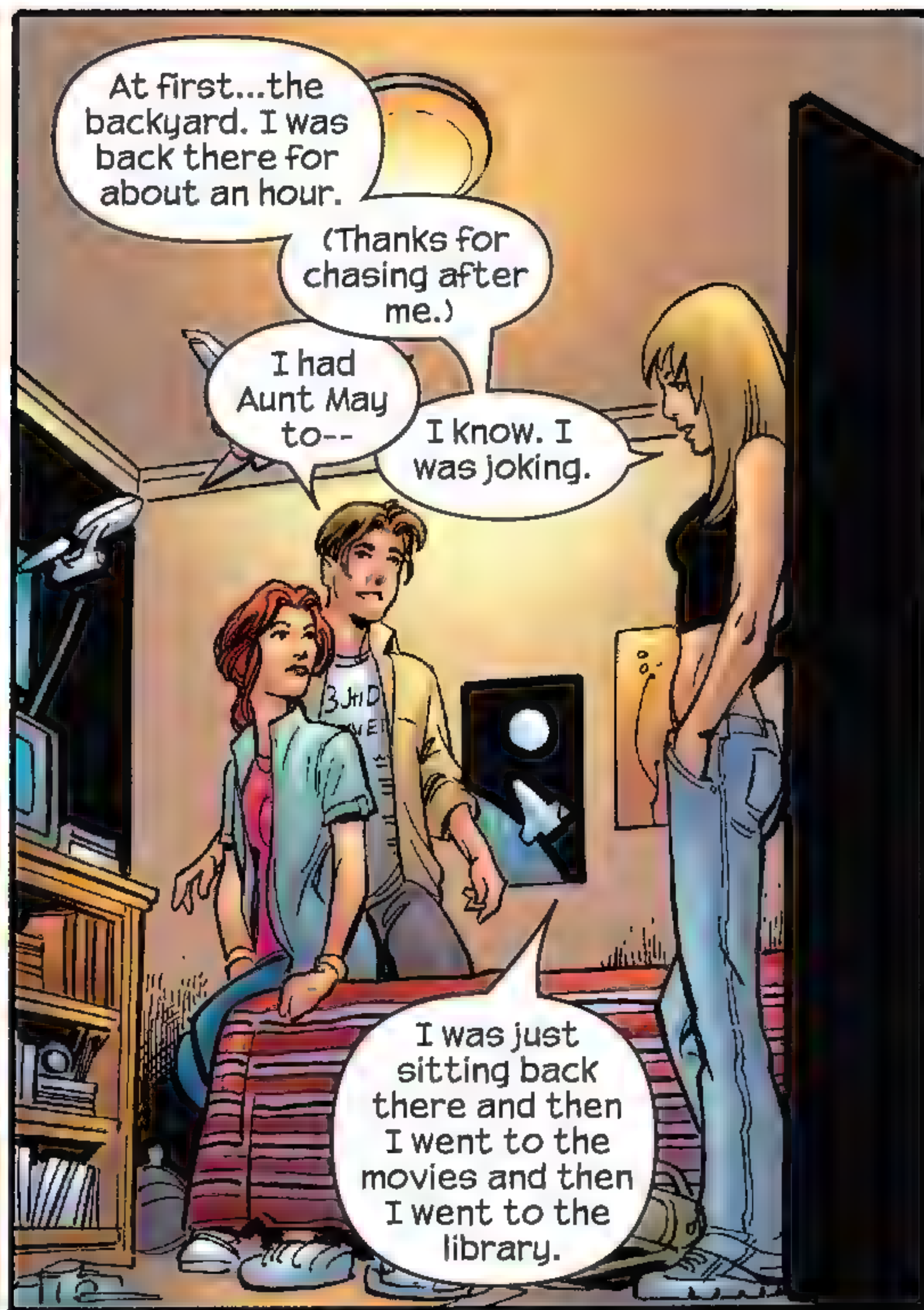
We will assess what we have and see if we can't, in some way, share with the world just how amazing an experience it was.

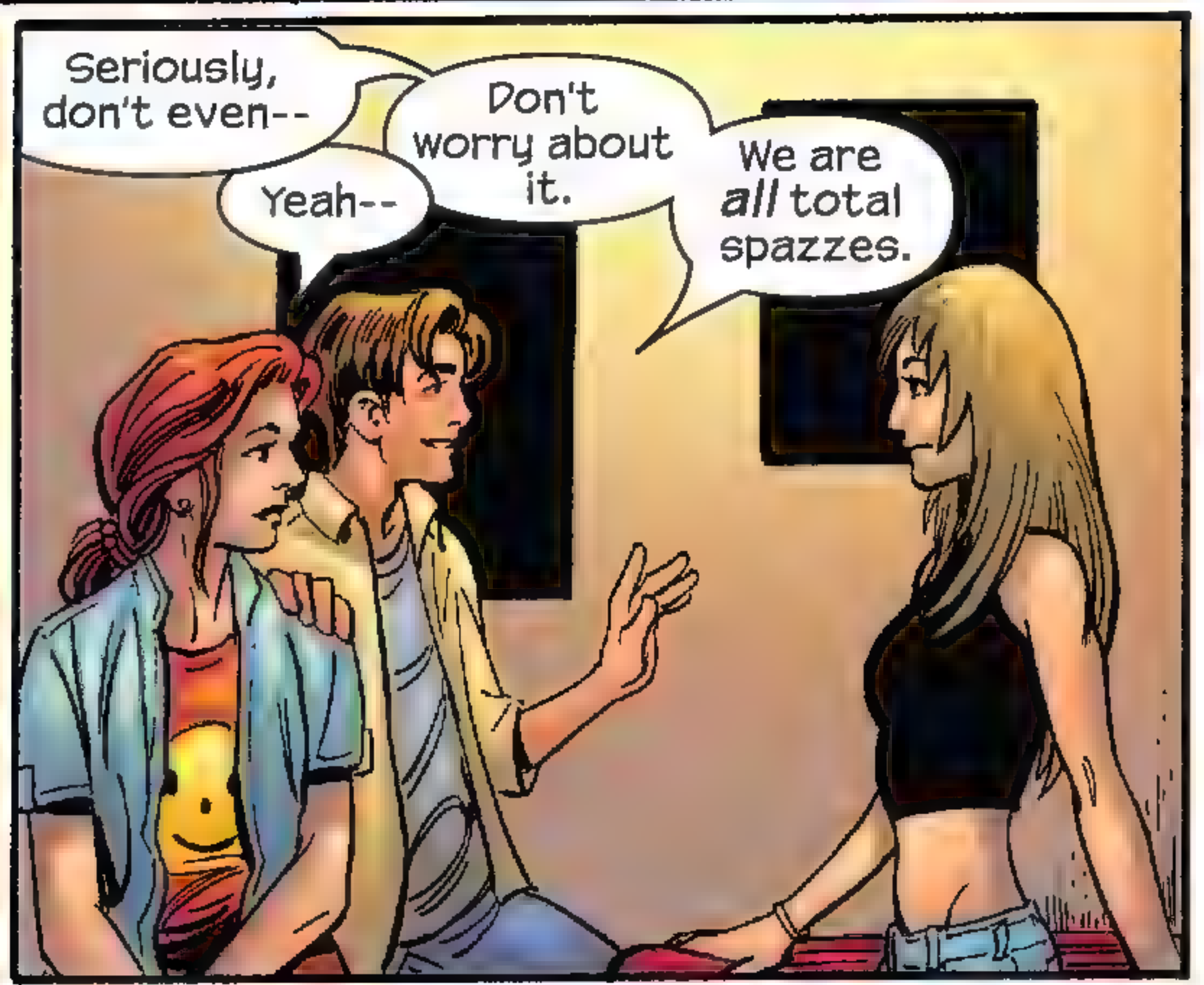
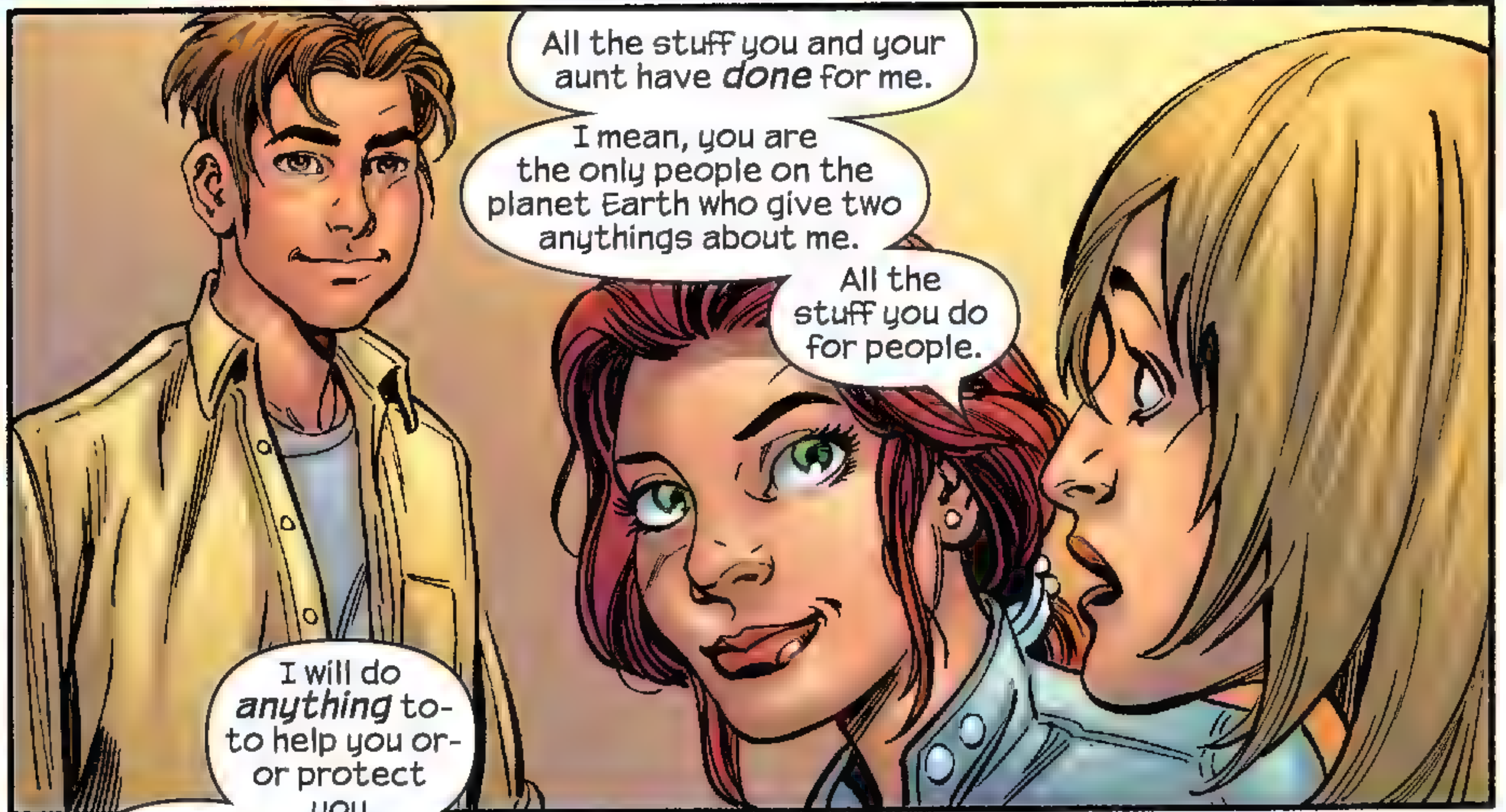
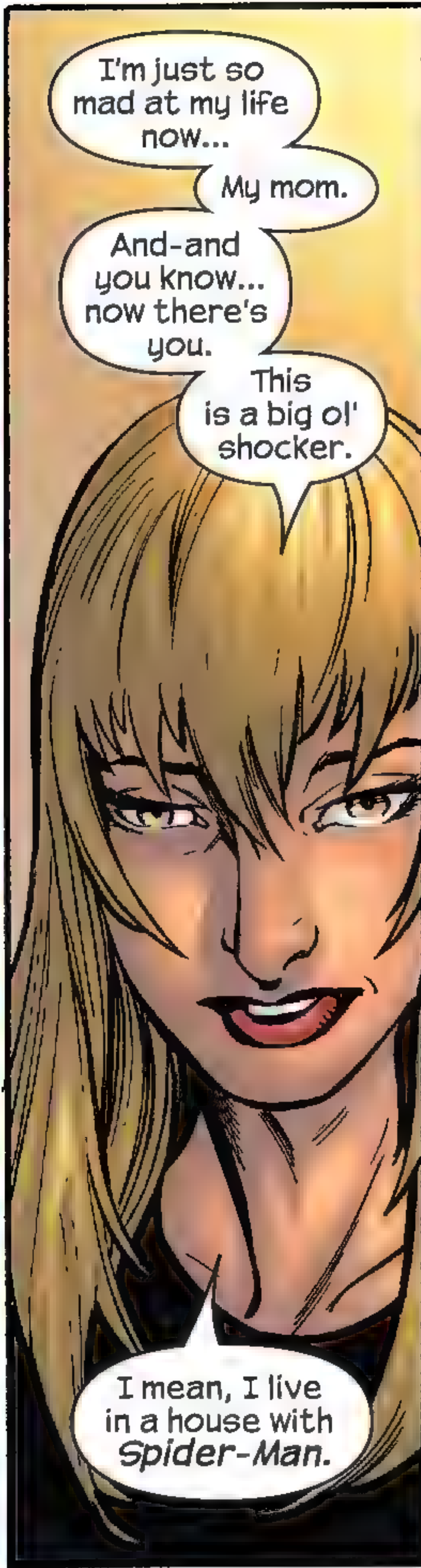
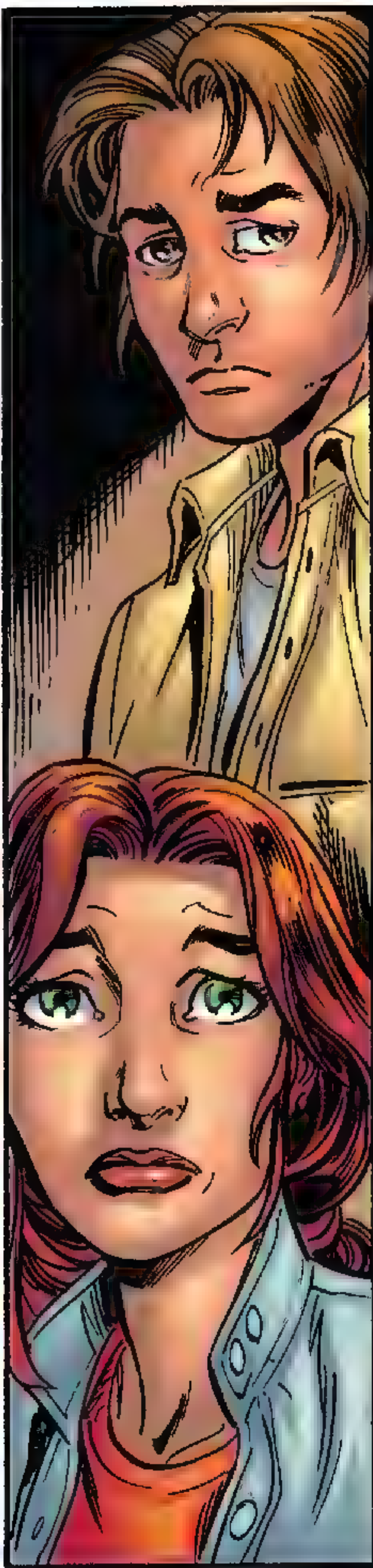
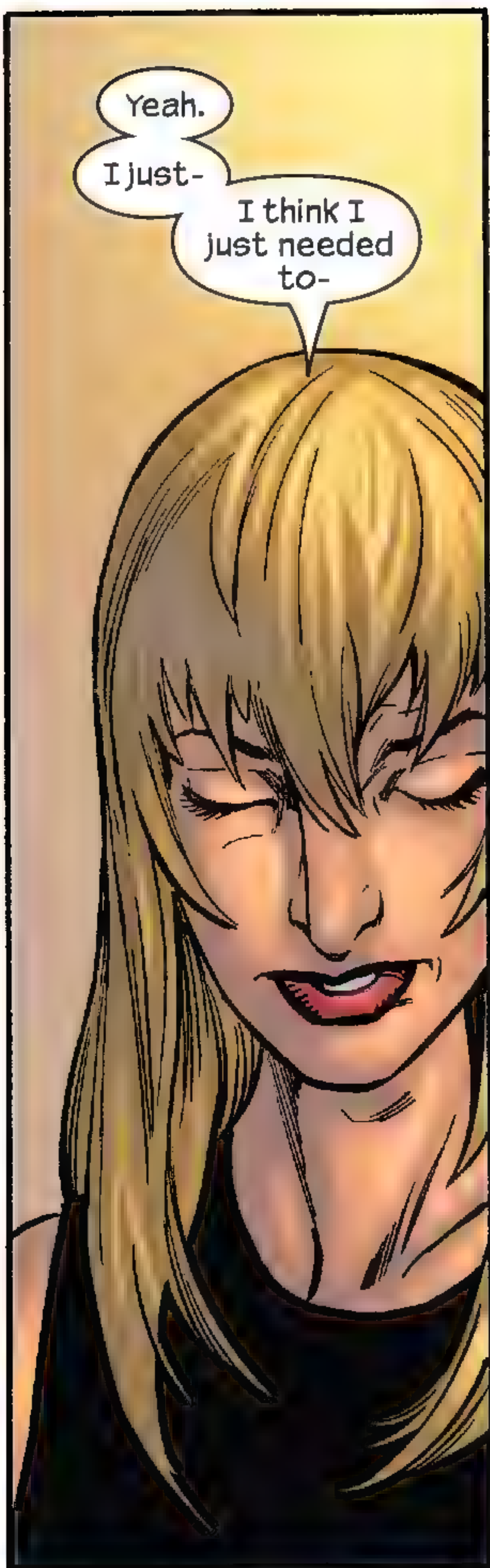


If I knew how to whimper... I would.

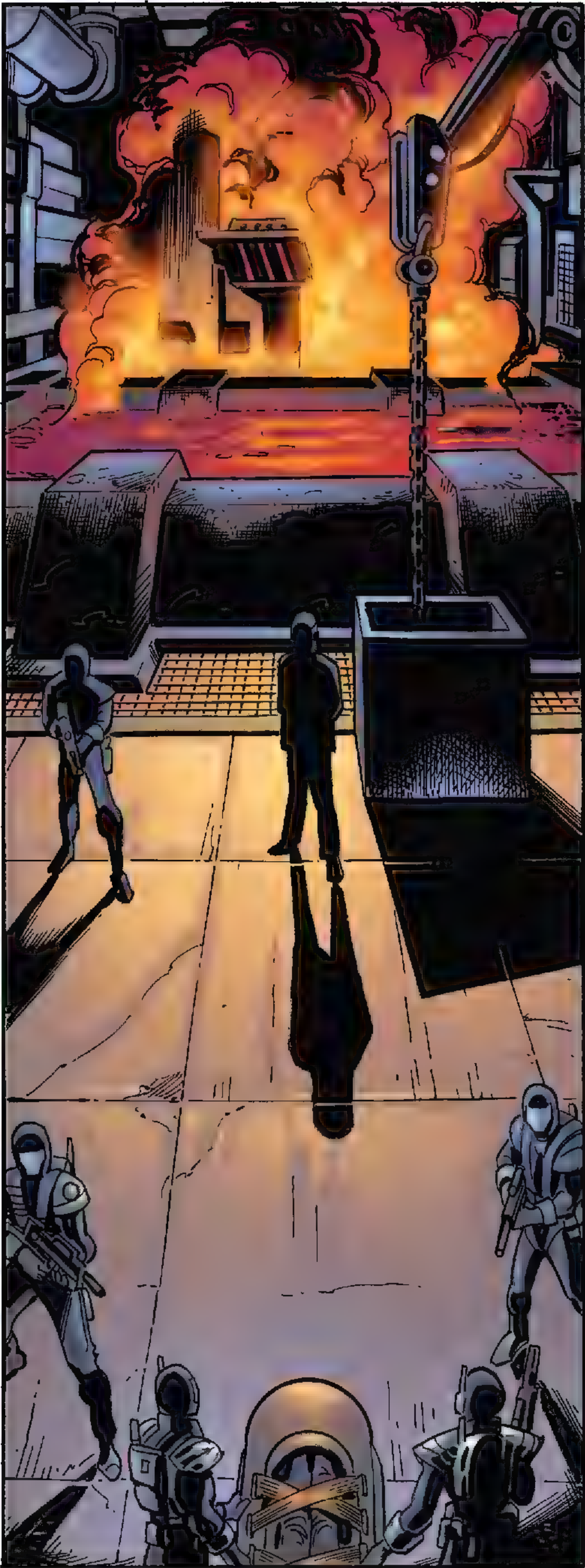
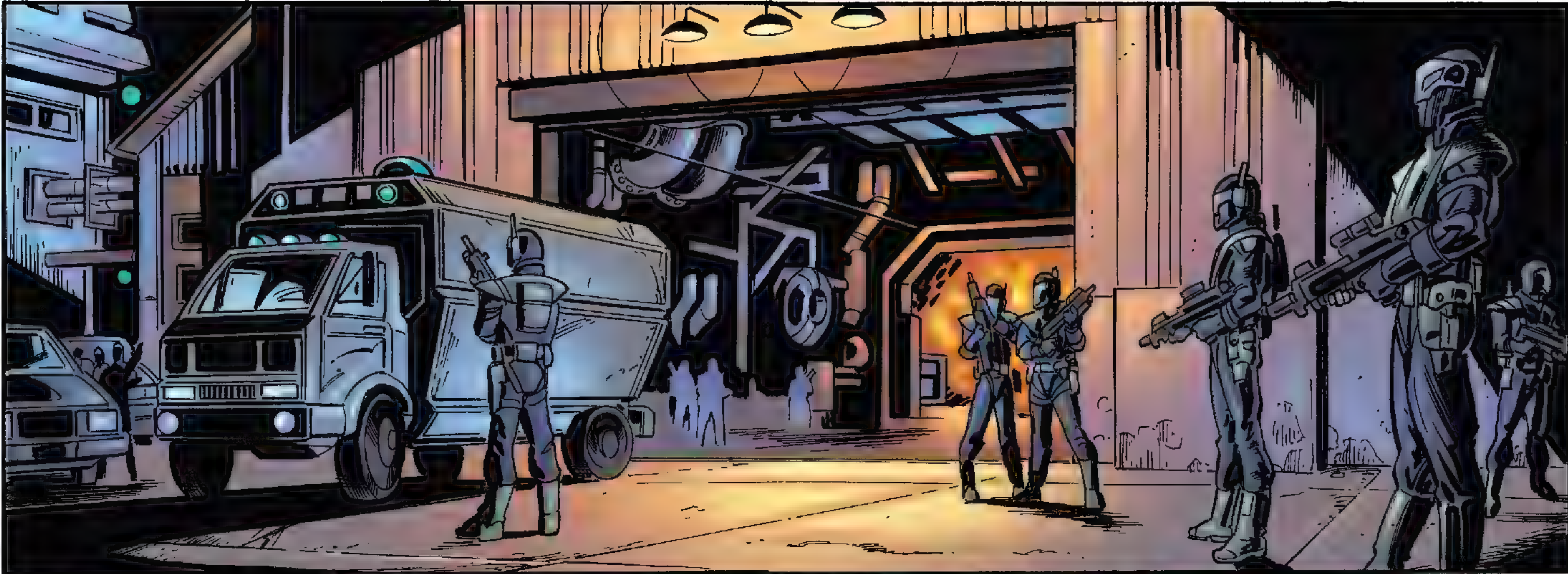
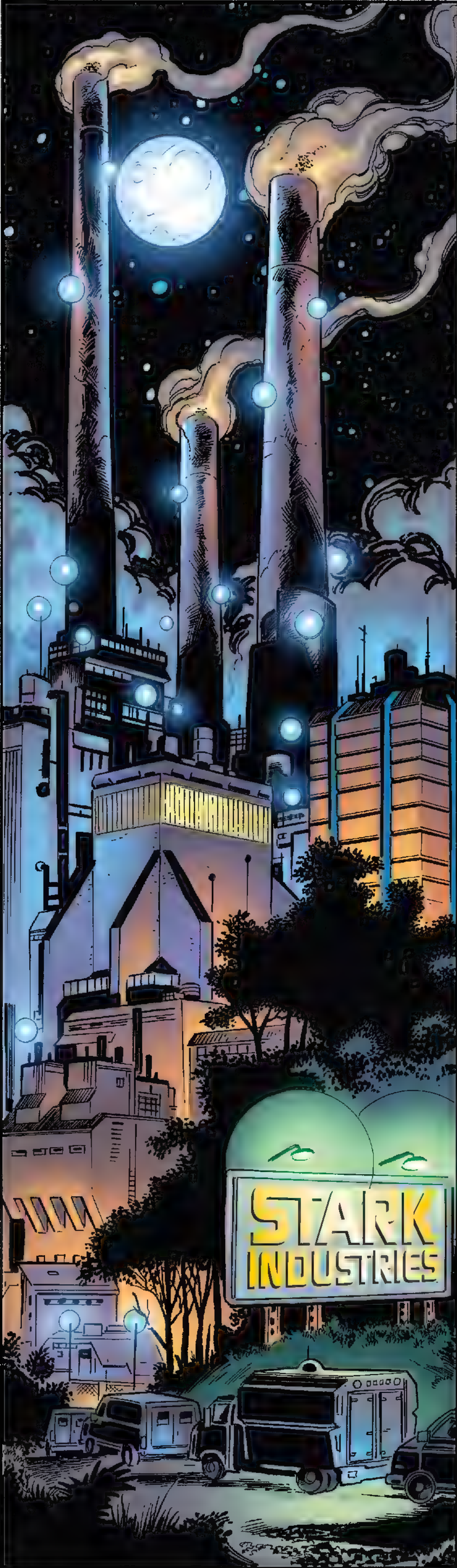
Dressing up like a woman now? Is there anything you want to tell me?

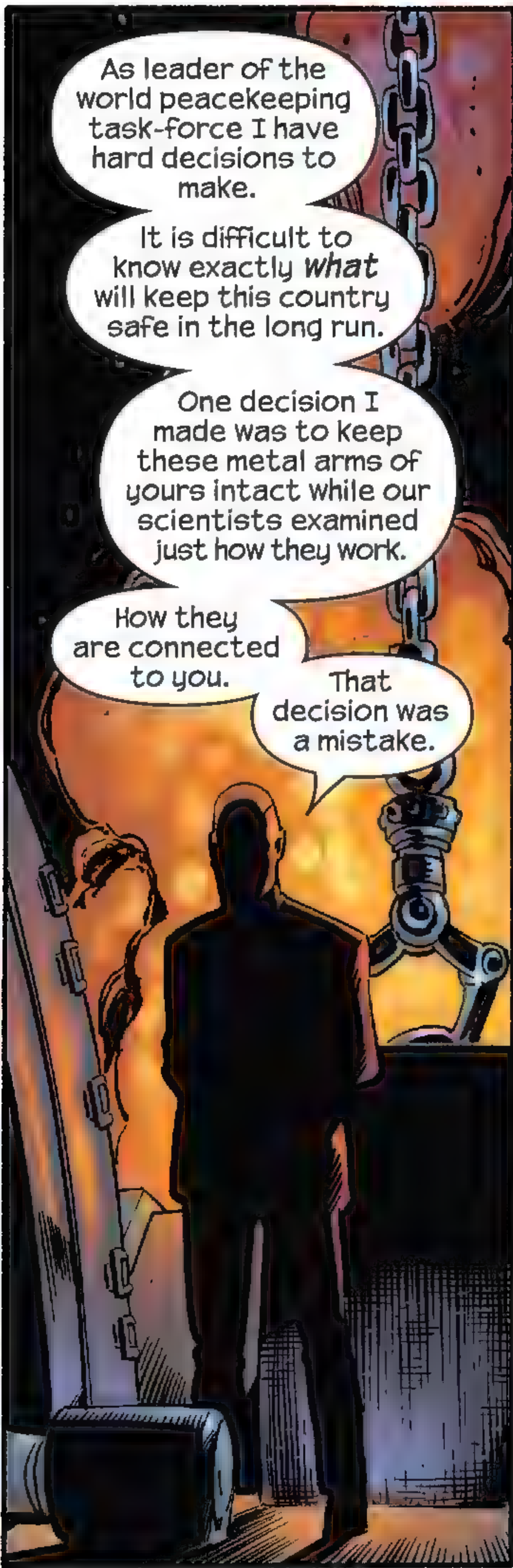












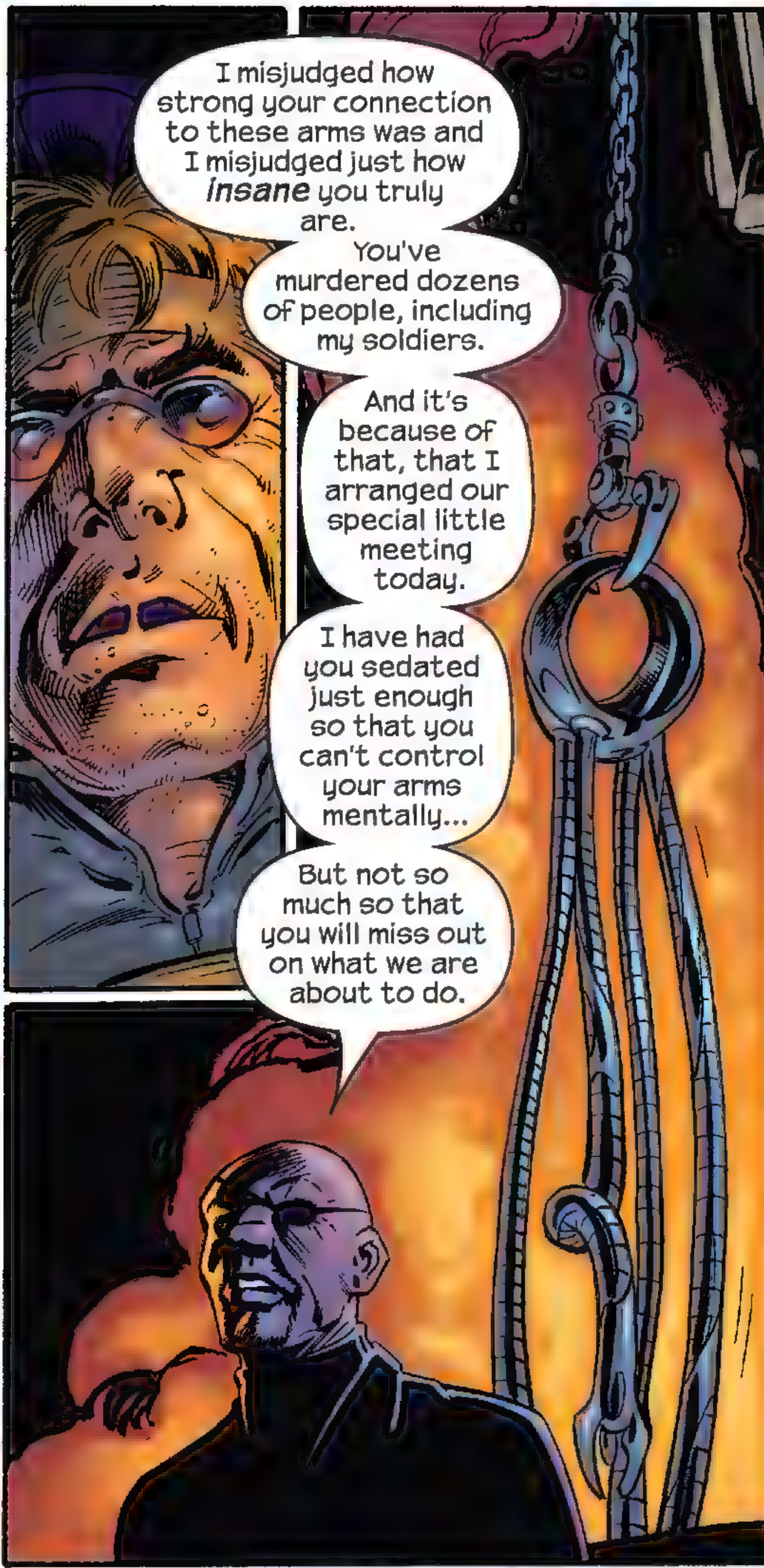
As leader of the world peacekeeping task-force I have hard decisions to make.

It is difficult to know exactly *what* will keep this country safe in the long run.

One decision I made was to keep these metal arms of yours intact while our scientists examined just how they work.

How they are connected to you.

That decision was a mistake.



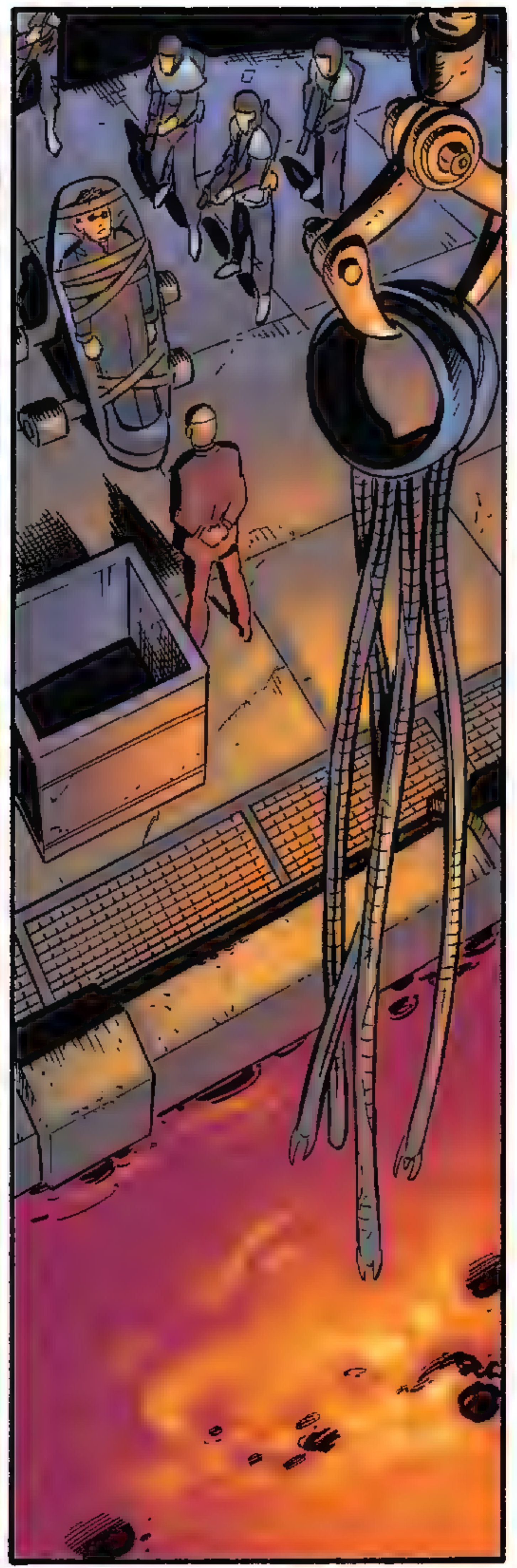
I misjudged how strong your connection to these arms was and I misjudged just how *insane* you truly are.

You've murdered dozens of people, including my soldiers.

And it's because of that, that I arranged our special little meeting today.

I have had you sedated just enough so that you can't control your arms mentally...

But not so much so that you will miss out on what we are about to do.



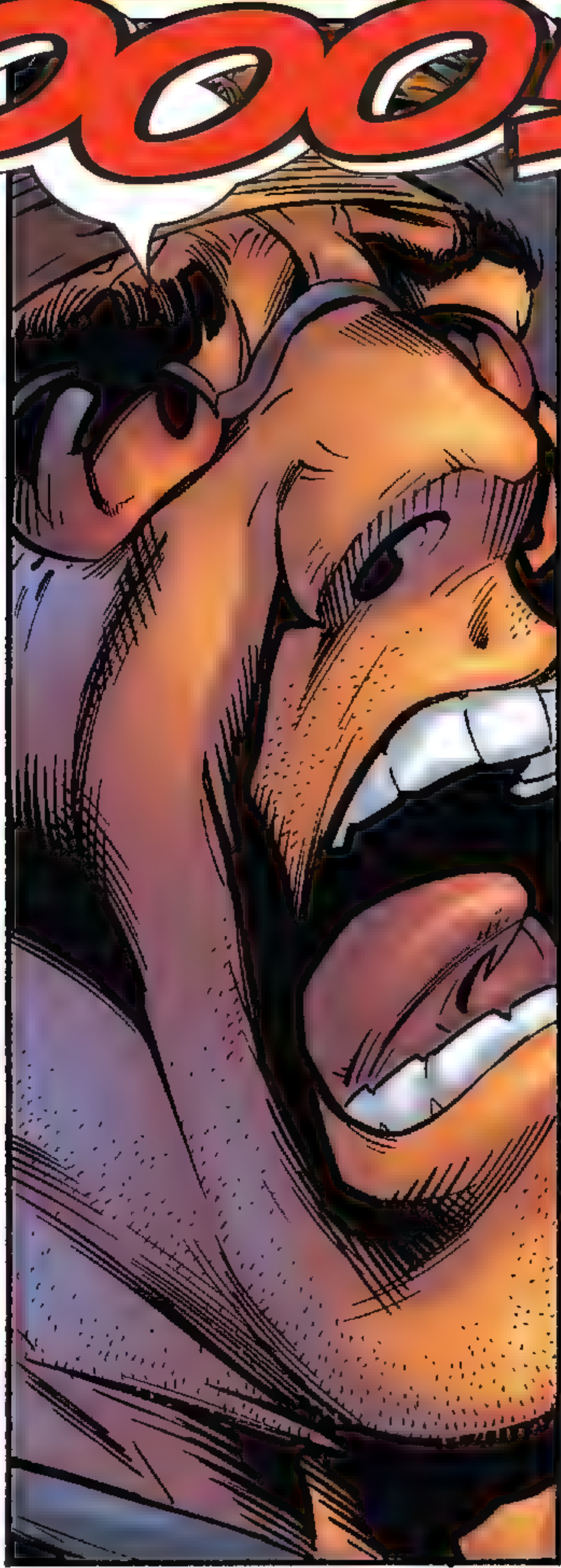
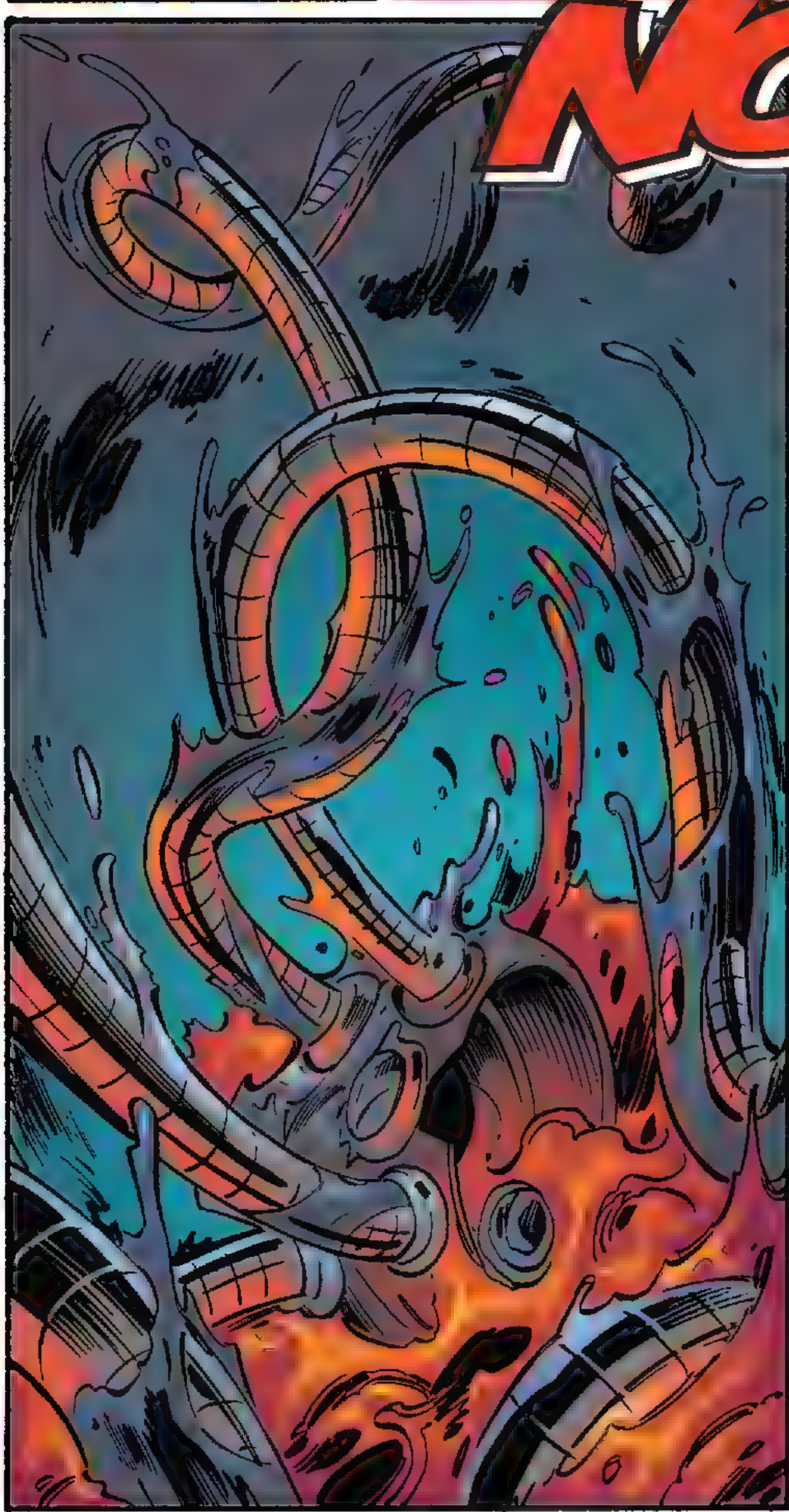
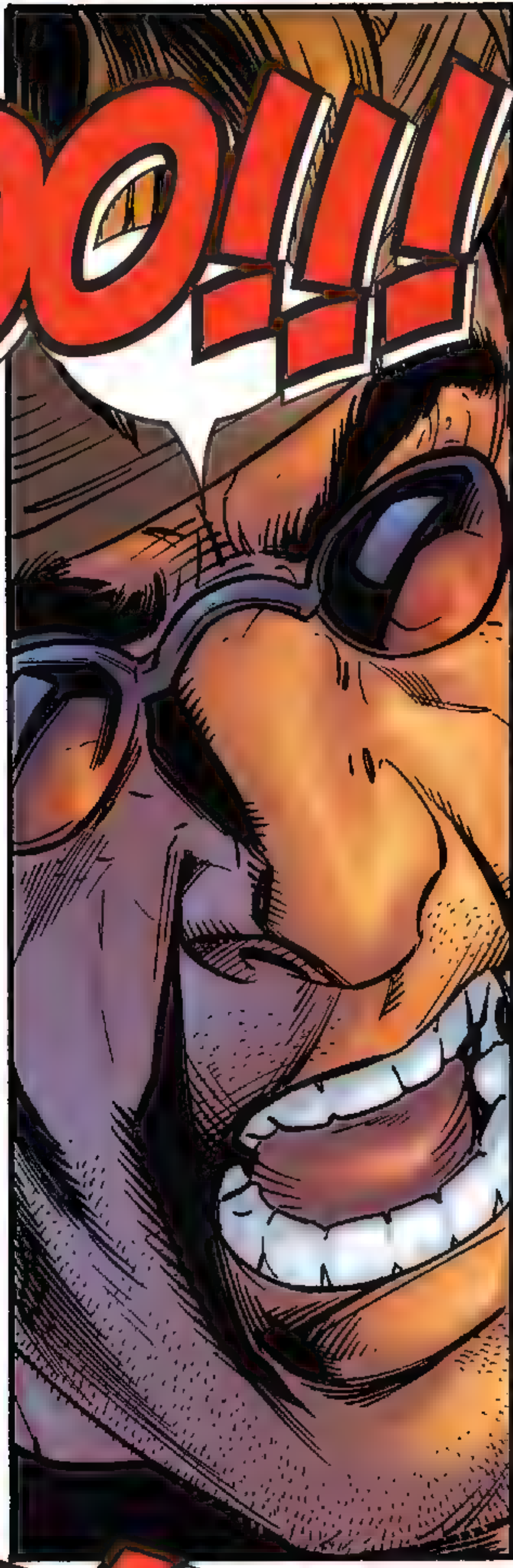
Do it.



No!



Yes.





**FOUR
MONTHS
LATER**



--biggest opening in box office history.

Rushed into theaters to capitalize on the intense curiosity surrounding the chaotic filmmaking experience...

Spider-Man saw an opening weekend gross of a staggering 176 million dollars and a stunning worldwide gross of 545 million after only four days.

Bolstered by **actual footage** of Spider-Man's shocking battle against the real-life Doctor Octopus that occurred during the filming of the fictional portrayal of the mysterious wall-crawler...

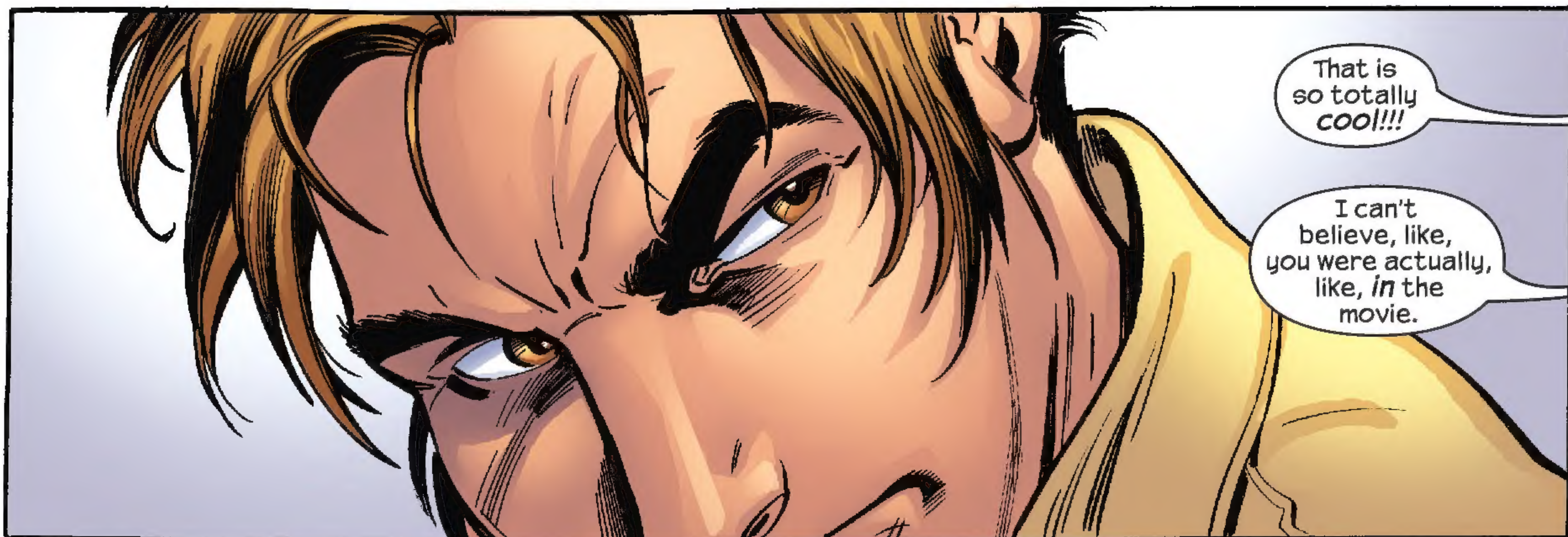
People have flocked to theaters for this unique mix of feature film and reality entertainment.

The movie has surpassed all expectations and tonight we are broadcasting live from a special charity benefit screening right here in New York City...

All the stars have come out to see this blockbuster to end all blockbusters.

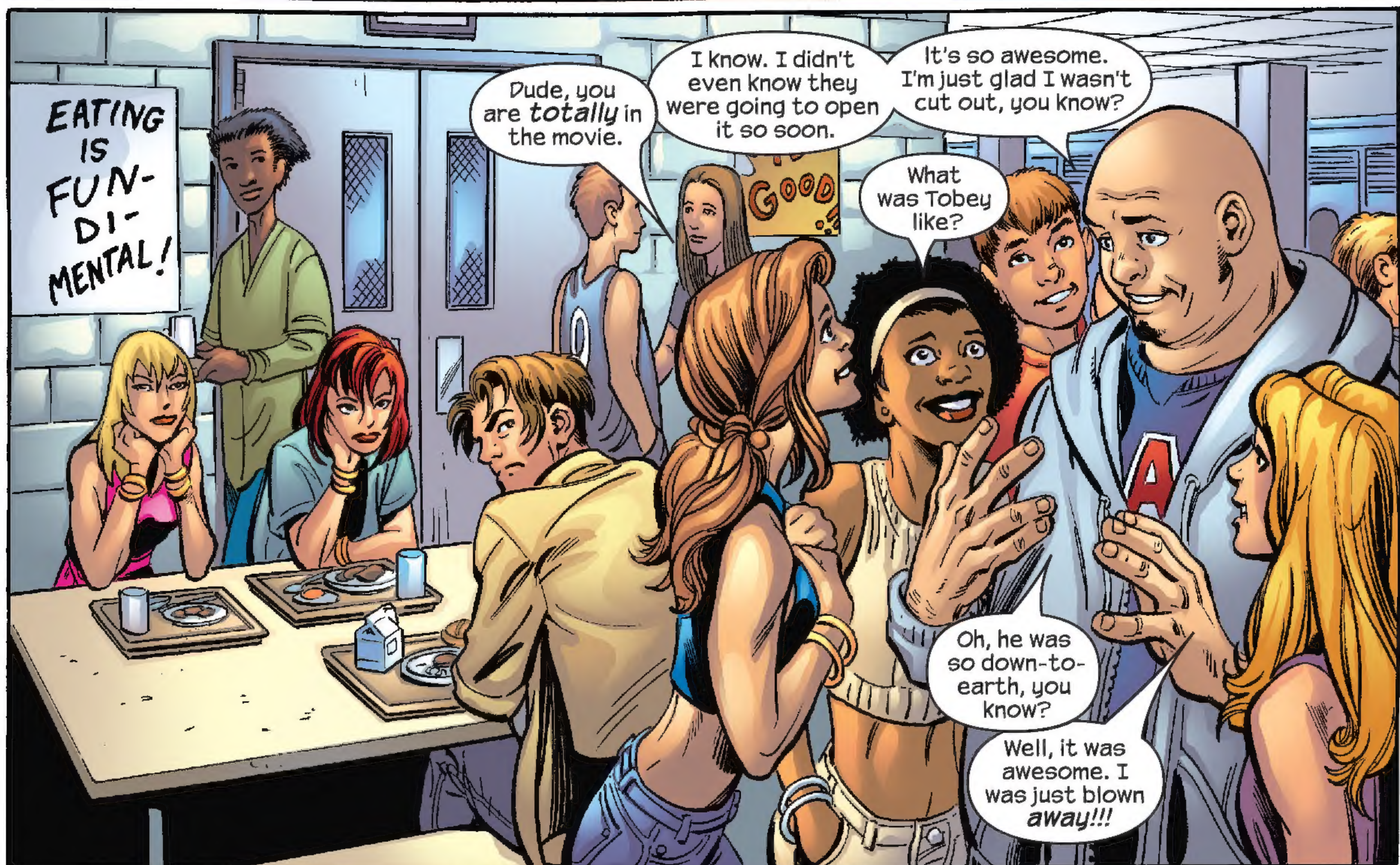
I tell ya, Bob. I sure would love to have a piece of this film franchise.

Ha ha. I hear that.



That is so totally cool!!!

I can't believe, like, you were actually, like, *in* the movie.



EATING IS FUN-DI-MENTAL!

Dude, you are *totally* in the movie.

I know. I didn't even know they were going to open it so soon.

It's so awesome. I'm just glad I wasn't cut out, you know?

What was Tobey like?

Oh, he was so down-to-earth, you know?

Well, it was awesome. I was just blown away!!!

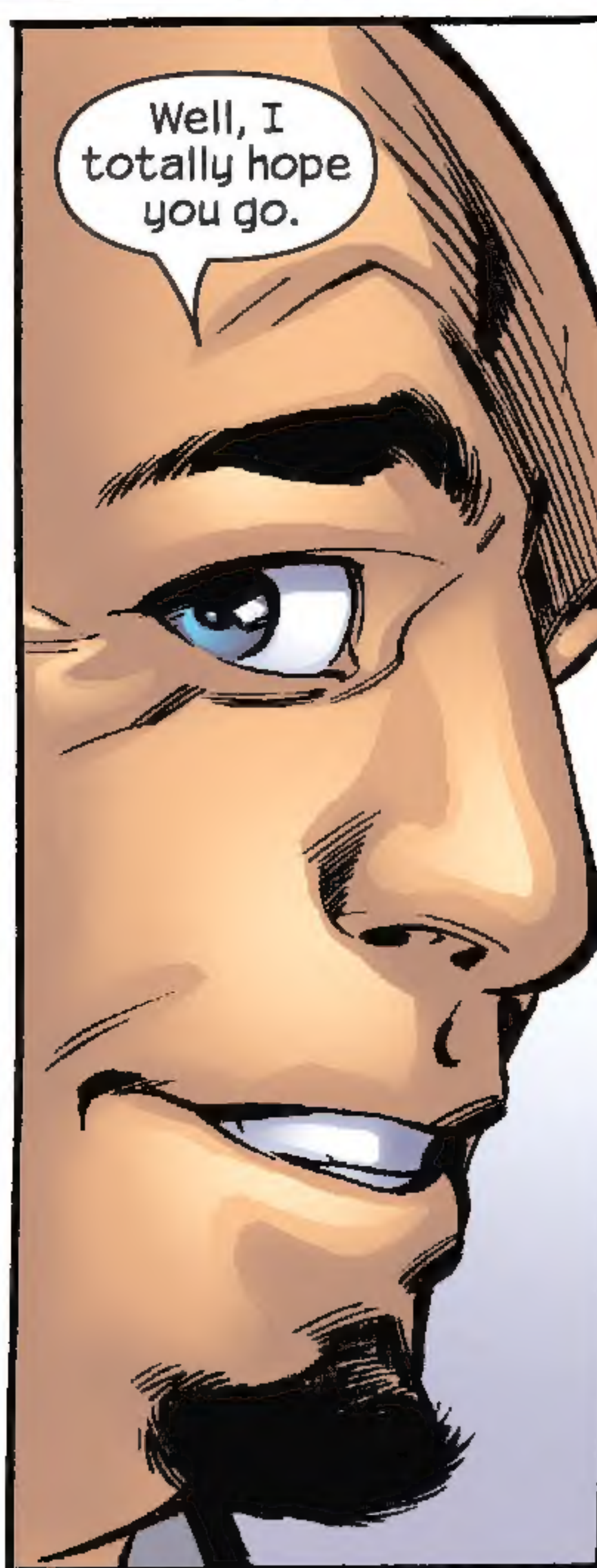


Yo, Peter. MJ.

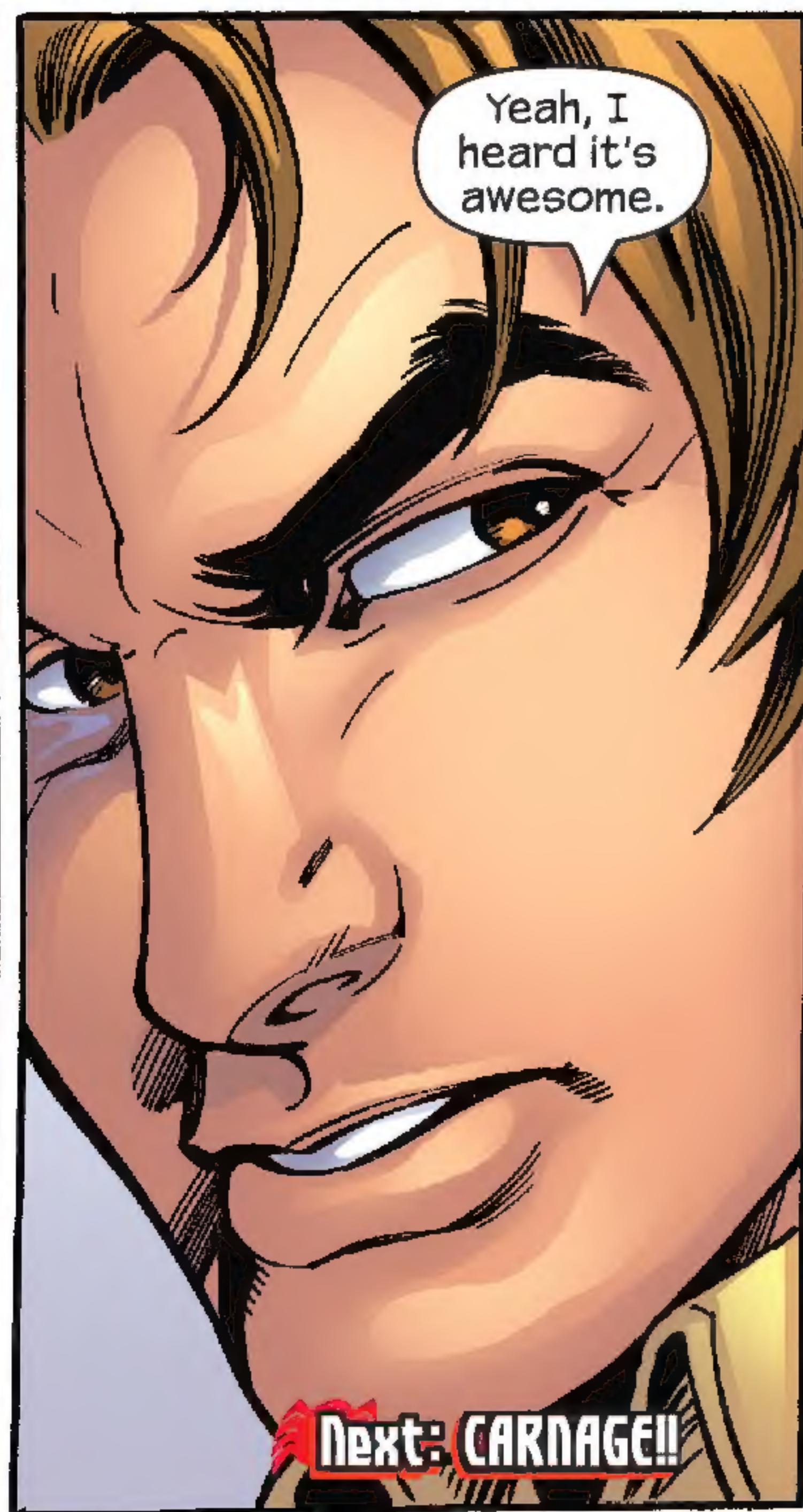
You guys get to see it yet?

No, not yet.

I actually don't have enough money to buy a ticket.



Well, I totally hope you go.



Yeah, I heard it's awesome.

Next: CARNAGE!!

ACTION!



A major movie studio is making a summer blockbuster about Spider-Man, and the Ultimate wall-crawler swings by the set to give the producers a piece of his mind. But someone else is even hotter about being in the film than Spidey: Doctor Octopus, who just may shut the production down if he doesn't get final edit! As the cameras roll, the real wall-crawler and Doc Ock go head-to-head behind the scenes!

Collecting Ultimate Spider-Man #54-59, written by [Brian Michael Bendis](#) (All-New X-Men) and illustrated by [Mark Bagley](#) (Fantastic Four).



MARVEL